Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Meeting of the Board of Directors Meeting Held January 11, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:36 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Barbara Ritchie, on behalf of the Austin Independent School District
- Jim Ullrich (alternate), on behalf of the Austin Independent School District
- Patrick Jordan, on behalf of the City of Austin
- Steve Zoromsky, on behalf of the Lower Colorado River Authority
- Brad Powell, on behalf of Travis County
- Wayne Wedemeyer (alternate), on behalf of the University of Texas
- Dave Kelly, on behalf of the State of Texas, General Services Commission

Chairman Bard made the following introductions:

- Introduced Susan B. Schultz sitting in on behalf of the law office of Smith, Majcher & Mudge in Katherine Mudge's absence.
- Introduced Darenda Golden, also from the office of Smith, Majcher & Mudge, as temporarily handling the recording of minutes and posting of meetings.
- Introduced and welcomed Dave Kelly as the new member for the State of Texas, General Services Commission.

Chairman Bard asked for statements from the public. There being none, he introduced Allison Thompson from the University of Texas who will be assisting in budgetary matters. Also recognized were Martha Rieckenberg of the City of Austin and Bill Penak from Southwestern Bell Telephone Company.

The Chairman then adjourned the open meeting to meet in executive session.

Board Reconvened to Regular Session

Chairman Bard laid out the following items for public vote:

a. Final Close-out with SWBT: Patrick Jordan made a motion for GAATN to write a check to SWBT.

At such time as a file-marked and executed agreement has been provided and the law firm of Smith, Majcher & Mudge, L.L.P. Motion was seconded by Barbara Ritchie. Motion was also made by Barbara Ritchie to have Smith, Majcher & Mudge listed as the contact point on the Circle C easement document. Steve Zoromsky seconded the motion. There was no further discussion. All members voted to approve the action.

b. Time Warner Cable Dispute: Patrick Jordan moved that the Board request Smith, Majcher & Mudge to file the suit against Time Warner. Steve Zoromsky concurred and Brad Powell seconded motion. There was no further discussion. All members voted to approve the action.
c. Sunset Valley Right-of-Way Dispute: The Board decided that Katherine Mudge should respond to the request on behalf of each individual member that received notification. Chairman Bard requested that this item be placed on the agenda for its next regularly scheduled meeting. Bill Bard moved to allow GAATN's attorney send a letter in response to the written request, stating that the January 15, 1999 meeting between Bill Bard and the mayor of Sunset Valley is work in progress toward a resolution. Steve Zoromsky seconded the motion. There was no further discussion. All members voted to approve the action.

Agenda Item 6

Chairman Bard made a motion to approve the December 7, 1998 minutes. AISD and Travis County requested that the minutes be amended to accurately reflect that they were not present during the December 7, 1998 meeting. With this amendment noted, Barbara Ritchie made a motion to approved the minutes. This motion was seconded by Steve Zoromsky. There was no further discussion. All members voted to approve the action.

Agenda Item 7

Chairman Bard requested an update on Board events. No discussion.

Agenda Item 8

Chairman Bard requested an update on Technical Subcommittee issues.

1. Martha Reickenberg stated that the next technical meeting will be held on January 20, 1999 at CoCom. Members will be able to take a tour of the CoCom facilities during the meeting.

2. Martha sought suggestions for a luncheon for Linda Picazo. Martha has already purchased a plaque for Ms. Picazo, and needs to be compensated $26.57 per member. Checks should be made payable to the City of Austin. The Board decided to have lunch with Ms. Picazo on January 29, 1999 at the Spaghetti Warehouse from 11:30 - 1:00. The luncheon will include all Board members and technical support members.

3. The University of Texas requested that the Techinical Subcommittee update the listing of sites and note all changes and additions. Jim Ullrich offered to compile a new report, but he needs each member to give him current data. This updated reported will assist GAATN in determining percentages per member. The Board agreed that the report should include everyone's sites, description, location, number of nodes, and a description of the nodes. A discussion followed on defining specific terms. Chairman Bard proposed requesting the Technical Subcommittee to compile definitions for use by the Board. All Board members agreed to send the data to Jim Ullrich by January 22, 1999.

4. Chairman Bard clarified discussions held during the December meeting in relation to the Network Manager. He stated that the Board voted not to immediately fill the position, and that the Board also sought additional time to draft position qualifications. Barbara Ritchie reported that AISD will continue to handle technical issues. Patrick Jordan stated that there is a substantial amount of work to be done by the Network Manager. He suggested filling the position sooner rather than later. Chairman Bard requested Martha to compile a report outlining Network Manager duties, and to place this item on the agenda to be discussed in detail during next Board meeting.

Agenda Item 9

Chairman Bard laid the current year budget issue on the table. Barbara Ritchie discussed the items identified in the tables which were handed out by Martha. There was extensive discussion on how the numbers were derived, and whether they are projections or expenses already incurred. Discussion was held concerning the budget, including the possibility of creating a reserve/contingency fund. This item will be carried over to a special budget meeting to be held January 25, 1999 at 1:30 p.m. Board members were requested to bring their current POPs data with them to the budget meeting. Brad Powell asked Barbara Ritchie to bring last year's line-by-line item budget to this budget meeting.

Agenda Item 10

The next regularly scheduled GAATN Board of Directors meeting will be held February 1, 1999 at 1:30 p.m. at LCRA offices.

Vice-Chair Patrick Jordan closed the meeting, and the meeting was adjourned.

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1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Budget Meeting of the Board of Directors, Budget Meeting Held January 25, 1999

The meeting was called to order by Chairman Bill Bard at approximately 1:30 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Patrick Jordan, on behalf of the City of Austin
- Martha Rieckenberg, on behalf of the City of Austin
- Gary Weseman, on behalf of Austin Community College
- Jim Ullrich (alternate), on behalf of the Austin Independent School District
- Barbara Ritchie, on behalf of the Austin Independent School District
- Brad Powell, on behalf of Travis County
- Wayne Wedemeyer (alternate), on behalf of the University of Texas
- Steve Zoromsky, on behalf of the Lower Colorado River Authority
- Tom Lott (alternate), on behalf of the Lower Colorado River Authority
- Dave Kelly, on behalf of the State of Texas, General Services Commission

Chairman Bard laid the Board's budget issues on the table for discussion. He opened by commenting that according the present data, the Board is facing a deficit of approximately $115,000. Chairman Bard asked for discussion of specific expenditure items. Wayne Wedemeyer commented that the budget spreadsheet identifies $350,000 to be the estimate for maintaining the system, and this estimate was gathered by CoCom Cabling and Linda Picazzo. He pointed out that it may only take $200,000 to make it through the rest of the year, therefore, the estimated budget amount could be decreased.

Discussion followed regarding the maintenance contract with CoCom Cabling, and the status of the contract. Barbara Ritchie commented that she had discussed this matter with Katherine Mudge, and it was her understanding that the contract was not complete. She said that the Board needs to keep this item on the table for future discussions.

Discussion followed as to the validity of the numbers outlined in the Current Funding and 1998-1999 Projections spreadsheets that were handed out during the meeting.

Wayne Wedemeyer stated that he would still like to have an updated chart of percentages per entity. Jim Ullrich handed out a spreadsheet that updates some sites and percentages. The spreadsheet does not show current information for each entity, and he requested members who have not already done so, to forward their data to him.

Chairman Bard asked the members to consider what additional facts, if any, need to be determined before the Board members can take the budget to each respective entity. Brad Powell commented that Travis County will need the following information before considering an increase in the budget: (1) statement of where the budget currently is; (2) causes for the increase in the budget; and (3) basis for projections. He requested the Board to provide documentation for expenditures in order for him to be able to justify the projections. Wayne Wedemeyer also asked for a printout of all GAATN expenditures. Barbara Ritchie, fiscal manager (AISD), responded that it would be very difficult to produce a financial statement, and suggested calling Southwestern Bell Telephone Company for a statement of invoices paid by GAATN.

Chairman Bard stated that the first order of business for the Board is justifying the projections. He said that all members need to review the maintenance contract to get a feel for whether the estimate is appropriate. He will get in touch with Katherine Mudge to discuss the maintenance contract. Patrick commented that the Board should also have a system in place to track all expenditures, including legal fees.

Chairman Bard adjourned the budget meeting. The budget meeting will reconvene during the next regularly scheduled Board meeting, giving time for AISD to get expenditure data from SWBT.

Chairman Bard discussed the meeting that he had with Sunset Valley representatives, Barbara Wilson and Terry Cowen. It is his understanding that Sunset Valley contends that the GAATN network is within their right of way, without the city's permission. Chairman Bard asked Sunset Valley to send him a letter outlining their discussions.

Brad Powell began discussions on the Network Manager issue. He handed out information pertaining to hiring a new Network Manager. He also summarized discussions that were held during the last Technical Subcommittee meeting. Chairman Bard moved to carry this item over until the next regular Board meeting. The Board is scheduled to consider Mr. Powell's proposals and take a vote.

Barbara Ritchie raised the issue involving the Circle C easement and final close-out with Southwestern Bell Telephone Company. She said that SWBT is still owed their last payment. She mentioned getting in touch with Katherine Mudge, but Martha commented that she has not seen a signed document yet. Martha will follow-up and find out the status of the document.

Chairman Bard pointed out that the next regularly scheduled GAATN Board of Directors meeting will be held February 1, 1999 at 1:30 p.m. in the LCRA Board Room. Chairman Bard adjourned the meeting.

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1111 West 6th Street
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Minutes of the Meeting of the Board of Directors Meeting Held February 1, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:40 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Brad Powell, on behalf of Travis County
- Tom Lott (alternate), on behalf of Lower Colorado River Authority
- Gary Weseman, on behalf of Austin Community College
- Steve Zoromosky, on behalf of Lower Colorado River Authority
- Patrick Jordan, on behalf of the City of Austin
- Dave Kelly, on behalf of the State of Texas, General Services Commission
- Jim Ullrich (alternate), on behalf of Austin Independent School District

Chairman Bard asked for statements from the public. There being none, the Chairman then adjourned the open meeting to meet in executive session.

Board Reconvened to Regular Session

Agenda Item 6

Chairman Bard asked if any members had amendments to the minutes taken at the January 11, 1999 Board meeting, and the January 25, 1999 Board Budget meeting. There being no amendments, Gary Weseman made a motion to approve the minutes. The motion was seconded by Brad Powell. All members voted to approve the action.

Agenda Item 7

Chairman Bard laid out the issue of GAATN Administration. Discussions followed regarding Barbara Ritchie's resignation from AISD, and Dave Kelly questioned whether AISD would continue to act as fiscal manager for GAATN. Chairman Bard responded that for the time-being, fiscal manager responsibilities would remain at AISD.

Patrick Jordan said that he believes that the needs of GAATN have not been met by the current situation with the Network Manager. He stressed that emergency systems are beginning to be moved to the GAATN network, and the current Network Manager situation has not met those needs. He submitted a proposal to the Board to consider the City of Austin to be named the Host Entity for GAATN. He proposed that the City of Austin become the fiscal manager as well. He requested two weeks to give him time to put a proper proposal together and bring it back to the Board during its next regularly scheduled meeting. He said that the financial status would transfer with the commencement of the next budget year for GAATN. The City of Austin will have an ordinance pass in order to transfer such funds. Patrick Jordan commented that he is looking forward to taking the current system and adding the remote access server who will allow all Board members to enjoy the same financial data and information. Mr. Jordan requested that the Board table this item until the next meeting in March. Brad Powell said that he has no problem holding off on this decision, but wanted to know what the Board is going to do in the interim. He said that someone needs to offer to handle these tasks on a temporary basis. Patrick Jordan responded that Martha Riekenberg is spending about one-third of her time already on GAATN business, and with the assistance of Smith, Majcher & Mudge, Bill Bard, and CoCom, things should work adequately in the interim.

Jim Ullrich commented that Barbara Ritchie's secretary, Sergio, has been compiling expense data for this past fiscal year, which should be helpful. He added that he understands that AISD needs to get this data compiled, and his goal is to continue to compile financial data and develop spreadsheets of various categories to easily see where GAATN is on current budget line items. Brad Powell said that Travis County would like to be able to help. He said that if the Board communicates directives on fiscal matters, then he would agree with Patrick Jordan's proposal. Chairman Bard said that the City of Austin's proposal should work is proper separation of powers is provided.

Chairman Bard discussed the intent of the City's proposal. He said that the position of Network Manager has been vacant for some time. It was uniformly decided by the Board that someone would have to take over these responsibilities in the interim. He said that the City's proposal is simply to pick up the functions of what the Network Manager was doing, attending to administrative functions only. Brad Powell questioned whether this can be done now, and then confirm the proposal with the Board's next fiscal year. Gary Weseman commented that the problem with waiting is that these functions will have to be budgeted for anyway, and this issue should be settled by the end of March.

Patrick Jordan said that he should be prepared to place documents in front of the members within the next two weeks. He added that having a technical manager and a fiscal manager will not increase the budget. He also suggested that the timeline for transferring fiduciary responsibility should be the first week of March, and the GAATN financial books should be examined prior to that. Mr. Jordan also said that the Board will be responsible for hiring a staff, even though the new hire will report to the City of Austin as a member of his staff. Brad Powell commented that he recognizes that the University of Texas and the City of Austin are giving up a portion of their staff, but whatever the situation, there must be a decision made on the budget as soon as possible. Tom Lott recognized the fact that Jim Ullrich is leaving at the end of March, and AISD will have to come up with financial records and data very soon.

Discussions followed regarding current agreement held between GAATN and AISD. Wayne Wedemeyer said that the Board has been paying AISD $1200 per year to operate as fiscal manager. Jim Ullrich responded that AISD is in fact a "construction manager". He read an excerpt from the agreement, stating that originally, the agreement intended for the construction manager to remain in control of financial matters until the Network Manager position is activated. The agreement was signed October 4, 1993 and AISD has been construction manager during the entire period. Bill Bard added that July 22, 1998 was the date the work of the Network Manager began. Steve Zoromosky, Brad Powell and Katherine Mudge asked for copies of the agreement. Jim Ullrich said that he would provide copies of the agreement to all

members.

Chairman Bard made a motion to delay the hiring of the Network Manager until the March 1, 1999 Board meeting. His motion included that the Board would consider all proposals received by February 22, 1999. During the meeting on March 1, 1999, all submitted proposals would be considered. Furthermore, AISD will provide a budget summary and a monthly statement of expenses. Patrick Jordan seconded the motion.

The Board members consensually made a formal request to AISD to begin gathering financial records. Wayne Wedemeyer clarified that the construction agreement is separate and apart from the maintenance agreement, therefore, any changes made on this realm would not significantly any budget line item. Brad Powell offered to assist AISD in compiling and reviewing old GAATN records. Patrick Jordan added that he has permission to assign his financial advisor to this project, and he can also obtain hours of work from his staff to look at the financial records. Discussions followed on tracking change orders with SWBT. Brad Powell said that some time back, Travis County backed out on some change orders and he wants to make sure that this is accurately reflected in the records.

Brad Powell made a motion to delay the hiring of a Network Manager until the March 1, 1999 Board meeting. The motion included establishing February 22, 1999 as the deadline for submitting proposals to the Board. On March 1, 1999, the Board will review all proposals relating to the Network Manager. The motion further formally requested AISD to prepare a current budget summary and monthly expenditure report. Lastly, the motion directed the City of Austin, Travis County and interested others to determine the current state of finances and records. The motion was seconded by Patrick Jordan. Chairman Bard asked for discussion on the motion lying on the table. There were no further discussions, and all members voted yes to approve the motion.

Agenda Item 8

Chairman Bard asked for an updated report from the Technical Subcommittee. Martha Riekenberg summarized discussions had during the last Technical Subcommittee meeting. She commented that the majority of the discussions focused on the Network Manager position.

Next, she summarized the first report submitted by CoCom Cabling on construction activity. Heidi of CoCom had provided a report of miscellaneous data, and CoCom will be providing an update of this report monthly. Ms. Riekenberg discussed CoCom's handling of the reroute of the Convention Center. She also reported that the Technical Subcommittee voted to remove Alexander Electric Utilities' authority to attend Austin Area Utility Coordinating Council meetings and the member's vote to transfer this duty to CoCom.

Brad Powell commented that attendance at AAUCC meeting, etc... is not part of the CoCom maintenance agreement. He said that the Board should find some language in the current maintenance agreement that covers these actions. Katherine Mudge responded that the maintenance agreement has not been executed yet, and members may want to consider creating a separate letter agreement with CoCom to cover these activities. She also suggested that GAATN should compile the document because the Board is the one with the expectations. Brad Powell made a motion to authorize Martha to send a letter to Alexander Electric Utilities requesting them to cease attending AAUCC meetings. The motion was seconded by Patrick Jordan. Jim Ullrich said that according to the agreement with AEU, they are simply the engineer of record. Ms. Riekenberg responded to Brad Powell's motion, stating that attendance at AAUCC meetings is not part of AEU's contract, and it is crucial that GAATN have a point of contact at these meetings, which is something that they did not have with AEU. Jim Ullrich added that as engineer of record, AEU is simply billing for work performed. There is no contingency flat fee for their work.

Chairman Bard asked the Board members for a vote on terminating AEU's authorization to attend planning meeting. All members voted to approve the motion.

Brad Powell then questioned Martha Riekenberg's authority to approve maintenance expenses, while acting as temporary Network Manager. Ms. Riekenberg responded that she wasn't sure whether or not she had the authority. Chairman Bard said that he recalled that Linda Picazzo had the authority to authorize expenses up to $25,000. Wayne Wedemeyer commented that he thought that she could expend up to the budgeted amount. He thought that Linda Picazzo had blanket approval to expend up the budget limit. Chairman Bard added that he felt this authority should be transferred to Martha Riekenberg, as the Chairperson of the Technical Subcommittee, in the interim. Brad Powell pointed out that the Chairperson of the Technical Subcommittee may not know how much money is in the budget before a PO is cut. The Chairperson must be assured that there are sufficient funds in the budget to cover such maintenance expenses. He would like to give the Chairperson of the Technical Subcommittee the appropriate power to exercise whatever tasks are needed to make this work. Chairman Bard responded by making a motion authorizing the Chairperson of the Technical Subcommittee to expend up to the available budget for maintaining the GAATN network. The motion included authorizing the Chairperson to coordinate with the fiscal agent to assure that they are consistent with the current budget. In addition, the Board will draft a letter to AISD informing them that the Chairperson of the Technical Subcommittee has the authority to expend up to the budget for maintenance expenses. The motion was seconded by Jim Ullrich. Chairman Bard asked for Board discussion on the tabled motion.

Jim Ullrich responded that it is very important for the Board to send a letter to AISD informing them of the Technical Subcommittee Chairperson's authority. Wayne Wedemeyer asked that the motion include the authority to verify maintenance of bills. Chairman Bard reaffirmed that the motion would include AISD's and the Chairpersons authority to check all invoices to confirm that the expenses are appropriate before issuing payment. Tom Lott commented that Barbara Ritchie's secretary, Sergio, would not know which expenses are appropriate. Jim Ullrich responded that he would work with Sergio, and he will also confirm any CoCom expenses with Martha Riekenberg before issuing payment. The amended motion was seconded by Jim Ullrich. All members voted to approve the motion.

Patrick Jordan then expressed his desire to move forward with the City of Austin's proposal as soon as possible. He said that the City of Austin has been working closely with CoCom, so those expenses are easily verified. However, other expenses are not as easily verified. Katherine Mudge pointed out that these expenses only relate to the maintenance budget line items.

Martha Riekenberg continued with her update of the last Technical Subcommittee meeting. She reported that an OTDR had been returned to GAATN. CoCom has the OTDR, and has payment has been issued. She next discussed Chairman Bard's previous request for an accounting of her time spent on GAATN matters. She reported that Patrick Jordan had supplied this report to Chairman Bard. Lastly, she discussed a report that was compiled by SWBT listing all GAATN damages that had occurred over the past year. Ms. Riekenberg commented that the costs for damages in the SWBT report significantly differ from the costs reported by AISD. She added that these costs need to be investigated because there may be overbilling involved.

Chairman Bard asked if there were any further discussions on the Technical Subcommittee update. There were no further discussions.

Agenda Item 9

Chairman Bard next laid out the issue of the maintenance agreement with CoCom. Katherine Mudge stated that the agreement has not been executed yet. Ms. Mudge commented that the current proposed

language from CoCom may not appropriately protect GAATN's interests. She is in the process of incorporating the Statement of Work provision into the maintenance agreement, and also compiling a separate document detailing CoCom's Statement of Work. Katherine Mudge proposed to complete the documents and distribute them to all Board members within the next seven days. Members will have an opportunity to review the changes to ensure that it encompasses all interests. Ms. Mudge added that she is aware that CoCom has already received an initial payment for their services, and that it will be sufficient to have an executed agreement with CoCom within the next 30-days.

Chairman Bard questioned whether there is another entity capable of doing the same work as CoCom, and he was wondering whether the Board needed to submit a request for bids.

Brad Powell commented that if substantial changes are made to the draft maintenance agreement with CoCom, then it would not be a showing of good faith on the Board's part. Katherine Mudge responded that she is not intending to change things. She is simply taking CoCom's proposed language and incorporating it into a Statement of Work. Ms. Mudge added that it is her job to consider worst case scenarios, and assure that GAATN is covered by any such instances. She continued that by giving a draft document to all members, everyone will have an opportunity to provide input before submitting the proposal to CoCom. She added that during the Board's December meeting, CoCom's proposed language was adopted with a motion to go forward and formalize, which is what she is doing now.

Chairman Bard continued with his discussion on his concern that the Board may not have properly followed the bid process because there are potential competitors in CoCom's business. Brad Powell responded that the bid request was posted, but no one else expressed an interest.

Agenda Item 10

Chairman Bard laid the issue of GAATN's budget. Jim Ullrich passed out handouts to members of invoices that he identified that may have budgetary impact. He pointed out that there is an outstanding bill from SWBT for the amount of $85,466.48. He discussed other invoices that were handed out. Mr. Ullrich said that AISD in trying to get a handle on fiscal matters so that everyone will have an idea of where they are in the budget now in order to plan for next year's budget. Wayne Wedemeyer questioned the details of the invoices handed out by Jim Ullrich. Mr. Wedemeyer commented that according to the handouts, GAATN has only paid one of two outstanding bills to SWBT. This does not coincide with Linda Picazzo's numbers because she showed that all amounts owed to SWBT had been paid. He expressed his concern that Ms. Picazzo's numbers were not consistent with AISD's information. Jim Ullrich responded that Ms. Picazzo's summary may include money carried over from the previous year's budget. Mr. Ullrich asked the Board members if the information that he had pulled together so far was helpful, and if so, he will continue compiling such documentation. Wayne Wedemeyer responded that the most important issue facing the Board is how much money it will take to sustain this year's budget. He pointed out that the Technical Subcommittee has asked for an increase in the maintenance budget of $554,000 in order to continue to go forward. Brad Powell commented that he must be able to report to his entity where GAATN is in their budget today, and he must have concrete numbers. He added that he will not vote to approve any budget items until he get concrete numbers of where GAATN is in the budget today. Wayne Wedemeyer stated that it is his understanding that the Board has in fact identified line item maintenance expenses. He added that GAATN has a contract with CoCom for $181,000, which is easily identified, and furthermore, the Board has expended all of the 1999 budget for maintenance. He expressed his concern that the Board needs to move forward in order to sustain the network.

Chairman Bard commented that everyone seems to be ignoring the account structure of AISD, and how these budget items are embedded. He continued that we do not know account balances or how the accounts are structured. Chairman Bard added that it would be helpful to see how these accounts are

structured. Jim Ullrich responded that some accounts are simply referred to as "GAATN Accounts". Chairman Bard requested Jim Ullrich to provide him with a complete ledger of all GAATN accounts. Mr. Ullrich responded that he would call Mr. Bard when he has the ledger compiled. Patrick Jordan commented that Jim Ullrich may need a letter from the Board in order to get a current budget summary, monthly expense report, and a ledger report of account transactions. Brad Powell pointed out that Martha Riekenberg has a print out detailing all repairs made by SWBT up the end of 1998, and that the risk management numbers are being researched by Scott, Wyatt for accuracy. He continued that Martha Riekenberg took these numbers and averaged them, allowing approximately $30,000 per month. These numbers only include teardowns, and she pulled out all data that did not relate to repairs. Mr. Powell proposed that the Board use these estimates to project next year's budget. Chairman Bard agreed with Mr. Powell, and proposed that the Board move forward with Martha Riekenberg's projections and utilize the budget summary from AISD when it is available.

Wayne Wedemeyer asked Jim Ullrich for an update on percentages per entity. Jim Ullrich responded that he has not received a new data from Travis County, ACC and the State, so the report on percentages that he distributed during the last meeting is as current as he can provide.

Brad Powell asked the Board to direct the Technical Subcommittee to work on maintenance projections.

Agenda Item 11

Chairman Bard pointed out that this agenda item had been previously discussed.

Agenda Item 12

Chairman Bard confirmed that the next regularly scheduled GAATN Board meeting will be held March 1, 1999 at 1:30 p.m. at the LCRA Board Room.

Agenda Item 13

Chairman Bard asked if there were any other items to be discussed. There being none, the meeting was adjourned at approximately 4:40 p.m.

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1111 West 6th Street
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Minutes of the Meeting of the Board of Directors Meeting Held March 1, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:40 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Dave Kelly, on behalf of the State of Texas, General Services Commission
- Gary Weseman, on behalf of Austin Community College
- Wayne Wedemeyer (alt.), on behalf of the University of Texas
- Brad Powell, on behalf of Travis County
- Tom Lott (alt.), on behalf of Lower Colorado River Authority
- Martha Riekenberg (alt.), on behalf of the City of Austin
- Jim Ullrich (alt.), on behalf of Austin Independent School District
- Patrick Jordan, on behalf of the City of Austin
- Steve Zoromsky, on behalf of Lower Colorado River Authority

Chairman Bard announced that Debbie Opdahl will be replacing Jim Ullrich as alternate for the Austin Independent School District. Chairman Bard asked if there were any more statements from the public. There being none, the Chairman then adjourned the open meeting to meet in executive session.

Board Reconvened to Regular Session

Chairman Bard noted on the record that the following actions had been taken in executive session:

Agenda Item 6

Chairman Bard asked if any members had amendments to the minutes taken at the February 1, 1999 Board meeting. The following amendments were noted: (1) Wayne Wedemeyer's presence at the meeting; (2) Chairman Bard's statement on Agenda Item 7, page 2 to accurately reflect that it is the University of Texas' proposal to pick up the functions of the Network Manager; (3) accurately reflect Gary Weseman's comment that Network Manager issue be resolved by the end of the year, not the end of March; (4) accurately reflect that the Board has been paying AISD $1800 yearly to act as fiscal manager; (5) insert omitted word, "impact," on page 3, line 26; (6) Brad Powell asked that the minutes reflect in

Agenda Item 9, page 6 that a bid request for engineer of record had been posted, but he had no personal knowledge of the posting.

With these amendments, Steve Zoromsky made a motion to approve the minutes. The motion was seconded by Gary Weseman. All members voted to approve the action.

Agenda Item 7

Board Chairman Update. Chairman Bard noted that the fiscal condition of GAATN to date would be taken up under Agenda Item 10. He had nothing further to report.

Agenda Item 8

Chairman Bard asked Martha Riekenberg to provide an update from the Technical Subcommittee. Ms. Riekenberg reported that during the last Technical Subcommittee meeting, it was decided that more cable needs to be purchased and the Board needs to take appropriate action in order to purchase the cable. She reported that currently there is approximately 12,000 feet of available cable. Ms. Riekenberg noted that she wanted a better idea of the state of the budget before making this purchase. Chairman Bard asked Ms. Riekenberg approximately how much money was involved. She responded that it would cost $25,000. Chairman Bard asked for Board discussion on this issue. Tom Lott responded that the cable should be ordered because it will be needed if/when there are any more teardowns. Brad Powell commented that the Board cannot safely approve this expenditure because the meetings with AISD reflect that the budget is half of what was reported. He added that AISD has not met its full obligation of fiscal reporting and the Board needs more information before making such purchases. Mr. Powell stated that if the Board is really concerned with running out of cable, there are additional Travis County construction funds that could be used to perform this function. He added that Travis County could provide these funds in kind fashion, as long as it is appropriately reflected in the budget.

Chairman Bard commented that he didn't think that the Board has expended funds that it didn't have. He asked Ms. Riekenberg to continue with the Technical Subcommittee report.

Martha Riekenberg further reported that the Committee had voted to approve the proposed increment in the FY99 budget for the amount of $554,833. In regard to the Maintenance Agreement, Ms. Riekenberg reported that she had been in contact with Katherine Mudge and that it was her understanding that Ms. Mudge was in the process of reviewing CoCom's proposed language and preparing a complete Maintenance Agreement. She added that Ms. Mudge has all of the changes, it is just a matter of completing the document.

Chairman Bard asked the Board for discussion on the Technical Subcommitte report. Wayne Wedemeyer moved to table the issue of ordering additional cable to keep the issue alive. Chairman Bard responded that this matter would be discussed further later in the meeting.

Agenda Item 10

Chairman Bard laid out the issue of GAATN's 1999 budget, and he asked Jim Ullrich for a fiscal report. Mr. Ullrich supplied handouts detailing GAATN expenditures for 1998-1999. Mr. Ullrich pointed out specifics noted on the expenditure report. He commented that the report had been prepared in response to a letter that he received from Chairman Bard. He added that the report was prepared by John Kohlmorgan, so any specific questions may be better directed to Mr. Kohlmorgan. He further noted that the report was based upon the budget, and not individual amounts received by entities.

Chairman Bard summarized that the GAATN budget currently is approximately $100,000. Brad Powell responded that it is actually only approximately $21,000 because GAATN is still under obligation to submit to SWBT its final payment. Chairman Bard agreed that the fiscal report should reflect somewhere the invoice to SWBT for $87,000.

Jim Ullrich stated that in regard to updating each respective entity's percentages, he still needs information from the State, Travis County and ACC. Brad Powell responded that he e-mailed Travis County's information to Mr. Ullrich that morning. Marth Riekenberg added that she had received information from the State as well.

Brad Powell suggested that the Board take action to authorize AISD to move monies around to cover deficits in specific budget line items. Jim Ullrich added that the Board must give authorization before monies can be moved around from one account to another. Discussions followed regarding the status of insurance premiums and related adjustments. Mr. Ullrich commented that some existing insurance funds could be transferred to cover maintenance expenses. Chairman Bard stated that it appears that the current year budget item that needs immediate attention is the outstanding bill owed to SWBT for $87,000. He commented that maybe the Board should become more aggressive in collecting for damaged cable; and the Board may even want to consider having an attorney handle collections on a contingency basis. Chairman Bard summarized the three most important outstanding budgetary issues facing the Board. They are: (1) the need to shift monies around; (2) the need to address budget implement for this year; and (3) the fact that the Board clearly cannot continue to operate the rest of the year without an increase in the budget. Jim Ullrich suggested adding a budget line item labeled "Supplies for Maintenance". This would enable the Board to pay for certain maintenance expenses such as reels of fiber. Chairman Bard responded that the first order of business is to move money around to cover any deficit amounts.

Discussions followed on options to transfer funds in order to cover deficits in budget line items. Brad Powell made a motion as follows:

1. take $11,580 from the insurance account and transfer into the legal account;
2. take $35,000 from the insurance received account and transfer into the maintenance account;
3. take $17,878 from the insurance received account and transfer into the maintenance supply account;
4. transfer an additional $3042 into the maintenance supply account;
5. take $17,246 from the manager's salary and transfer into the maintenance supply account.

All members voted to approve the fiscal adjustments.

Chairman Bard stated that the next order of business was to approve the proposed budget for FY1999. He asked for discussions from the Board. Jim Ullrich commented that he was still missing updated site data from ACC, and he questioned the members whether it was appropriate to approve the budget without updated percentages. Gary Weseman reviewed information provided by Mr. Ullrich, and he responded that the information for ACC was correct. Patrick Jordan questioned Jim Ullrich as to whether each entity's respective percentages had significantly changed, enough to effect percentages without calculating in the new data. Mr. Ullrich responded that the percentages for each entity had only changed about one percent, either up or down. Brad Powell proposed using the percentages defined in March 1998 for the current budget, and then use the new percentages for the fiscal year 2000 budget. He also noted that GAATN will probably see additional legal fees for the remainder of the year, and additional funds will also be needed to cover Network Manager expenses. Mr. Powell stated that the Board should consider these expenses when approving the $554,833 budget increment so that members will only have to request money from their respective entity once. Gary Weseman responded that the adjustments made should be adequate to cover everything for the remainder of the year. Dave Kelly added that there will be

additional expenses for the Sunset Valley easement dispute. Brad Powell commented that the estimates provided by Martha Riekenberg reflect a surplus of $200,000, and he will not request more money from his entity than is necessary. Martha Riekenberg responded by stating that when she prepared the budget estimates, she did not have the AISD expenditure report. She has no problem with making adjustments to the estimates, but she does not believe that the Board will end up with an additional $200,000 at the end of the year. Mr. Ullrich proposed using the $200,000 to reflect amounts needed to cover any deficits in any budget line items. Brad Powell stated that he did not have a problem with that.

Chairman Bard asked the members whether there was a proposal to do something with the proposed budget increment. Martha Riekenberg asked for consideration of replenishing the Network Manager salary. Tom Lott asked for the balance of the Network Manager salary budget line item, after the previously approved adjustments. Wayne Wedemeyer responded that there is $31,271 in that account.

Chairman Bard asked the Board if there was a motion to accept the budget increment. Jim Ullrich made a motion to increase the budget by $520,000. Patrick Jordan seconded the motion. All members voted to approve the budget increment of $520,000, except for Brad Powell. He abstained from voting on behalf of Travis County.

Agenda Item 11

Chairman Bard laid on the table the issue of Network Manager position. He asked for Board discussion on this issue. Patrick Jordan reported the City of Austin's interest in putting forth a proposal, and he apologized to the Board for missing the February 22, 1999 deadline for submitting a proposal. Mr. Jordan reported that he is unable to move forward with a proposal at this time, but he would like to request additional time to bring forward a proposal to the Board. Tom Lott asked him how much time was needed. Mr. Jordan responded that two weeks would be sufficient time. He suggested that the Board may want to call a special meeting in two weeks to discuss this matter.

Brad Powell proposed tabling the Network Manager issue, and taking it up at a Special Board meeting on March 22, 1999, along with the issue of the Fiscal Year 2000 Budget.

Dave Kelly asked whether the current balance of $31,000 in the Network Manager budget would be enough to carry the City of Austin through the end of the year. Brad Powell commented that based on earlier discussions, there appears to be some float in the budget, so additional adjustments could be made. Tom Lott asked Jim Ullrich to inform AISD that the Board is considering administrative matters, and to let the Board know if it is interested in continuing to act as fiscal manager.

Patrick Jordan seconded Brad Powell's motion to table these issues and take them up in a Special Board meeting to be held March 22, 1999. All members voted to approve the action.

Chairman Bard asked if there was any other business that needed to be discussed. Brad Powell responded by making a motion to purchase additional cable needed for maintenance. The motion was seconded by Wayne Wedemeyer. All members voted to approve the action.

Agenda Item 12

Chairman Bard confirmed that the next Board meeting would be a Special meeting, scheduled to be held March 22, 1999 at 1:30 p.m. in the LCRA Board Conference Room.

Agenda Item 13

No discussion.

Agenda Item 14

The meeting was adjourned by Chairman Bard at approximately 4:40 p.m.

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Minutes of the Meeting of the Board of Directors Meeting Held April 12, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:43 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Wayne Wedemeyer (alt.) on behalf of the University of Texas
- Brad Powell, on behalf of Travis County
- Martha Riekenberg (alt.), on behalf of the City of Austin
- Patrick Jordan, on behalf of the City of Austin
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Debbie Opdahl, on behalf of Austin Independent School District
- John Kohlmorgan (alt.), on behalf of Austin Independent School District

Chairman Bard asked if there were any statements from the public. No public statements were made, and the open meeting was adjourned to commence meeting in executive session.

Agenda Item 2

Board Reconvened to Regular Session

Chairman Bard noted on the record that the following actions had been taken in executive session:

- **Agenda Item 3:** Final Settlement Agreement with Southwestern Bell Telephone Company; the Board concluded that all compliance measures had been met, and there is no further business to address on this issue. Therefore, this item will be removed from future meeting agendas.
- **Agenda Item 4:** Time Warner Cable Cut Dispute; following discussions the Board concluded that there is nothing further to report at this time.
- **Agenda Item 5:** City of Sunset Valley right-of-way dispute; Patrick Jordan made a motion stating on the record that GAATN is in agreement in principle with the mutual release of claims between the City of Sunset Valley and GAATN, with certain language changes still to be made to the document. He further moved that the Board would vote on the final document during the next Board meeting. The motion was seconded by Steve Zoromsky. Katherine Mudge suggested that

Chairman Bard call the mayor of Sunset Valley and notify her of the status.

Agenda Item 6

Approval of Board Minutes. Chairman Bard asked if any members had amendments to the minutes taken at the March 1, 1999 Board meeting. Debbie Opdahl requested that the minutes be amended to reflect that she been voted in as an Austin Independent School District Board member, and therefore was no longer an alternate.

With this amendment noted, the Board approved the mintues.

Agenda Item 7

Board Chairman Update. Chairman Bard did not have anything to report.

Agenda Item 8

Chairman Bard asked Martha Riekenberg to provide an update from the Technical Subcommittee. Ms. Riekenberg reported that the Committee did not meet in March because relevant issues were scheduled to be discussed in Special Board meeting which was held March 22, 1999.

She reported that the network currently had 22,000 feet of cable available. She further reported that the Loyola Lane reroute had been completed.

The next Technical Subcommittee meeting will be held April 14, 1999 at CoCom Cabling offices. Katherine Mudge stated that Darenda Golden would not be available to take minutes at this meeting because her services are needed at a hearing involving Smith, Majcher & Mudge.

Agenda Item 9

Maintenance Agreement with CoCom. Katherine Mudge stated that she had made some changes to the draft maintenance agreement that she had received via e-mail from Martha Riekenberg. She made changes to the sections regarding "warranty of work" and "general terms and conditions". Ms. Mudge explained that she added language to these sections in order to protect the Board in the future if the current situation with CoCom changes. Chairman Bard asked Ms. Mudge what the process is for finalizing the document. Ms. Mudge suggested producing a red-lined version of the document and discussing it at the next Board meeting. She further stated that it would be best for the Board to review and discuss the draft document before asking for additional comments from CoCom. Martha Riekenberg responded that CoCom has already approved most of the language, so it would expedite matters to go ahead and let them review the current draft. Patrick Jordan asked who would be the signatory party on the final maintenance agreement? Chairman Bard responded that he assumed that he, as Chair, would be the signatory party. Chairman Board further stated that if CoCom signs the agreement in the interim, this item will be brought forward for Board approval during the next Board meeting.

Katherine Mudge stated that a provision has been added that requires a performance bond, and CoCom may question this provision, even though it was taken from the RFP. She suggested that the Board may want to instruct the Technical Subcommittee to continue its negotiations with CoCom. Steve Zoromsky made a motion to further negotiations with CoCom. The motion was seconded by Patrick Jordan. All members voted to approved the action.

Agenda Item 10

Chairman Bard laid on the table the issue of filling the Network Manager position. He asked for Board discussion on this issue. Patrick Jordan stated that the City of Austin would like to see the position filled by two individuals that have loyalty and a strong relationship with the host entity because it is an extremely important function. He continued that the City will need to advertise for these positions. They will not be filled by current City employees. Mr. Jordan stated that before the City hires these new employees, he would bring them before the Board for consideration. He further stated that he forsees making remote access available to all members, which enable all members to access project databases, drawings, time tracking, etc.

Chairman Bard asked for additional discussions on this issue. Steve Zoromsky asked Mr. Jordan if he had considered other things, such as risk management, and further asked if Mr. Jordan was aware of the current responsibilities of Austin Independent School District. Mr. Jordan responded that his list of job duties contains everything that should be done, including acts of the Fiscal Agent. Debbie Opdahl asked if the City of Austin would have to get approval to process monies above the amount of $25,000. Mr. Jordan responded that GAATN funds would be handled directly by GAATN support, and not through the City. However, the City general funds would lend support. He continued that maintaining monthly tracking report, etc. would be the responsibility of the Administrator. Ms. Opdahl asked Mr. Jordan if he envisioned AISD continuing its role as risk management exclusively. Patrick Jordan responded affirmatively, however, he was open to looking at risk management as part of the City's work as well. He asked Ms. Opdahl for her sense of how much time is spent on risk management. She responded that it is less than a full-time job, but it does require some attention. She added that AISD would be willing to continue this function. She asked whether the City had the capability of fulfilling the risk management function. Patrick Jordan responded that the City does have a department that could perform this function. Martha Riekenberg added that the City is more apt to settle conflicts out of court than to litigate them.

Debbie Opdahl asked Mr. Jordan whether the list of duties detailed on the Network Engineering description are currently being maintained by the Technical Subcommittee. Martha Riekenberg responded the current as follows: The Technical Subcommittee receives new projects from its Engineer of Record, which is not always timely. That information is then brought forward for the Technical Subcommittee Chairperson to evaluate, and then the Chairperson subsequently becomes the central point of information. Ms. Riekenberg stated that for things to work effectively, the central point of information should instead be an employee of GAATN. She continued that the functions detailed in the job description for Engineering Manager have been performed by the Network Manager in the past, with the direction of each respective entity. Chairman Bard questioned whether it would be feasible to keep these functions within each entity. Ms. Riekenberg responded that she was concerned that the Network Manager responsibilities would not be fulfilled if there was not proper oversight from the Board. Patrick Jordan added that it is essential that employees have a daily set of tasks before them, in conjunction with a process in place to handle emergencies.

Debbie Opdahl stated that if the City continues to handle these tasks, then they should be compensated. She also stated that there should be a provision somewhere providing that the performer of these tasks report to the Board, in case there was a situation where recourse was required.

Wayne Wedemeyer stated that the Board could contract with the City, and if things do not work out, then the Board could act on the terms of the contract for recourse. Brad Powell stated that the Board is looking for an entity to provide a level of service, and the logistics are immaterial as long as the work is being performed. He continued that the Interlocal Agreement allows for the Board to contract for work to be performed by a Network Manager. Mr. Powell suggested that the Board could contract with the City for "functions" only, and it is immaterial who performs these functions. Mr. Wedemeyer added that if the

Board contracts for "functions" only, then there would be no basis for conflict in functions.

Patrick Jordan stated that the City's mission critical systems are currently being maintained by the GAATN Network, and the City feels that it has an obligation to assist in maintaining the system. Debbie Opdahl commented that since Ms. Riekenberg has stepped into this role, the functions have been met. She continued that Patrick Jordan has done a good job in outlining the functions needed to maintain the network. Brad Powell agreed with these comments. He continued that if the City has no objection, he would entertain a motion to approve an Interlocal contract defining services that would be performed. Mr. Jordan stated that he had no problem with that. Wayne Wedemeyer agreed that it is important to have a contract to perform these functions in case there is a need for recourse. Mr. Jordan emphasized that the database that he envisions will allow all members to track all projects and the specific work that is being done on each project.

Patrick Jordan asked if the Board would go ahead and give him the approval to begin looking for individuals to perform these functions. Wayne Wedemeyer responded by stating that the Board may want to consider directing its attorney to develop a boiler plate service contract. Chairman Bard suggested that the Board may also want to consider entertaining other proposals by businesses that perform these functions daily. Ms. Opdahl responded that the City has its critical systems on the network, and they know the system very well which would give her confidence that the work is sufficiently being performed. She continued that AISD could provide additional functions as the fiscal agent because GAATN is now out of the construction phase, and the list that Mr. Jordan has provided may not be exhaustive.

Brad Powell made a motion to (1) provide an interlocal service contract for administrative and engineering functions for fiscal year 2000; (2) direct the GAATN attorney to draft a proposed service contract and return it for Board approval during the next Board meeting; (3) provide an interlocal service contract for AISD to perform fiscal actions.

Katherine Mudge asked the Board if they wanted to include a provision for payment of fees for services performed within the interlocal service contract. Mr. Powell responded that he proposed paying $1800 per year to the City to perform this function, and payment to AISD will remain blank at this time, although he did suggest that AISD should be entitled to receive payment for the services performed on risk management.

Mr. Jordan stated that he may not post the positions for employment until there is an obligation for payment of their services, although he does want to proceed as quickly as possible on this matter.

Chairman Bard asked if there were any further discussions. There being none, all members voted to approve the motion that was presented by Brad Powell.

Agenda Item 11

Chairman Bard laid out the issue of Network Rights. Brad Powell stated that the percentages should be revised at some point to accurately reflect the current information. Chairman Bard questioned who would be responsible for preparing the Network Rights data. Patrick Jordan stated that Jim Ullrich had prepared the previous data. He continued that it is not the actual percentages that need updating, it is the site information that needs to be updated and maintained. He proposed that each entity should update their own site information and provide the data to Wayne Wedemeyer who can then provide it in spreadsheet format. Mr. Wedemeyer stated that if each entity would provide him with the information, he would update the spreadsheet and distribute it the members.

Agenda Item 12

Chairman Bard confirmed that the next Board meeting would be held May 3, 1999 at 1:30 p.m. in the LCRA Board Conference Room.

Agenda Item 13

No discussion.

Agenda Item 14

The meeting was adjourned by Chairman Bard at approximately 5:00 p.m.

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Minutes of the Meeting of the Board of Directors Meeting Held May 3, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:37 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- John Kohlmorgan (alt.), on behalf of Austin Independent School District
- Debbie Opdahl, on behalf of Austin Independent School District
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Tom Lott (alt.), on behalf of Lower Colorado River Authority
- Patrick Jordan, on behalf of the City of Austin
- Gary Weseman, on behalf of Austin Community College
- Brad Powell, on behalf of Travis County

Chairman Bard asked for Public Comment.

Quint Stuart submitted comments on behalf of the University of Texas and the students of Professor Doty. Mr. Stuart offered apology and thank yous from the students of U.T. for answering questions and assisting with their school project.

Patrick Jordan asked the students when reports would be due. Mr. Stuart responded that their papers were due this week. Mr. Jordan commented that he would be interested in reading graduate students' papers on the GAATN network. He asked the Board for its opinion. After brief discussions, the Board asked to be provided electronic copies of the students' papers.

There were no further statements from the public. Chairman Bard directed that the open meeting be recessed in order to commence the meeting in executive session.

Agenda Item 2

Board Reconvened to Regular Session

Chairman Bard noted on the record that the following actions had been taken in the executive session:

Agenda Item 3

Time Warner cable cut dispute. No action taken.

Agenda Item 4

Sunset Valley right-of-way dispute. Steve Zoromsky moved that the Board empower Katherine Mudge and Chairman Bard to continue negotiations with the city of Sunset Valley consistent with the outline document presented in Executive Session. Patrick Jordan seconded the motion. All members voted in favor of the action.

Agenda Item 5

Approval of Board Minutes. Chairman Bard asked if any members had amendments to the minutes taken at the April 12, 1999 Board meeting. There was no discussion. The Board approved the minutes with no changes.

Agenda Item 6

Board Chairman Update. Chairman Bard has been talking with an Austin American-Statesman reporter regarding the GAATN system. He commented that an article may appear in the newspaper in the near future.

Agenda Item 7

Technical Subcommittee Update. Chairman Bard asked Martha Riekenberg to provide an update from the Technical Subcommittee. Ms. Riekenberg reported on the general status of the Maintenance Agreement. Ms. Riekenberg next discussed the proposed new supernode on D1-N, which is referred to as Firestation 14. The firestation has given them a truck bay to use as a site for development of a supernode on D1-N. She added that this is a favorable site because of its location, and its ample space for racks. Ms. Riekenberg continued with the Technical Subcommittee update, discussing the City Annex development on Cesar Chavez. She reported that the City will begin demolition on the corner that has GAATN buried cable toward the end of July. She has processed a request that will allow temporary placement of poles. Ms. Riekenberg stated that she estimates the project should cost no more than $20,000. She added that the project will involve cleansing the soil to rid it of lead contaminants. Patrick Jordan stated that this project will impact right-of-way issues. Chairman Bard asked if the Board needed to take any action on this issue today. Ms. Riekenberg responded that no action was needed today. Patrick Jordan asked that this item be added for the next Board meeting. Chairman Bard asked if there was any more discussion on the Technical Subcommittee report. There were no further discussions.

Agenda Item 8

Maintenance Agreement. Katherine Mudge reported that CoCom Cabling had signed the Maintenance Agreement. Ms. Mudge stated that the primary changes to the Agreement included amendments proposed by the University of Texas and Travis County, which were submitted at the last meeting. This agreement takes care of issues related to the proper business relationship between GAATN and CoCom Cabling. Martha Riekenberg added that all open items have been addressed and the Agreement is ready for signature by the Board. Chairman Bard asked if there were additional comments. Patrick Jordan moved that the Board instruct Chairman Bard to execute the Maintenance Agreement and have the

document sent to CoCom Cabling. Steve Zoromsky asked about a clarification on the definition of a node. Katherine Mudge noted his clarification, and said she would make the amendment to the Agreement. Patrick Jordan amended his motion to include another final review, before finalizing and executing the maintenance agreement. Gary Weseman seconded the motion. All members voted to approve the action.

Agenda Item 9

Network Manager. Patrick Jordan discussed the agreement made June 3, 1993 between AISD and GAATN. He handed out a document that took the original agreement and reworked it to handle the terms of service agreement. He received input from the City of Austin attorney. Mr. Jordan suggested that the Board may want to direct Katherine Mudge to review the document. Chairman Bard clarified that basically, the intent is for members to consider the agreement and come back and discuss it during the next Board meeting.

Agenda 10

Chairman Bard confirmed that the next Board meeting would be held June 7, 1999 at 1:30 in the LCRA Board Conference Room.

Agenda Item 11

New agenda items for next meeting. Chairman Bard requested that the following items be placed on the agenda for the next meeting.

1. Construction project.
2. Network Manager; service agreement between the City of Austin and GAATN.

Agenda 12

The meeting was adjourned by Chairman Bard at approximately 2:40 p.m.

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Minutes of the Meeting of the Board of Directors Meeting Held June 7, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- John Kohlmorgan (alt.), on behalf of Austin Independent School District
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Tom Lott (alt.), on behalf of Lower Colorado River Authority
- Patrick Jordan, on behalf of the City of Austin
- Gary Weseman, on behalf of Austin Community College
- Brad Powell, on behalf of Travis County
- Wayne Wedemeyer, on behalf of the University of Texas
- Martha Riekenberg (alt.), on behalf of the City of Austin

Chairman Bard asked for Public Comment. There were no statements from the public. Chairman Bard directed that the open meeting be recessed in order to commence the meeting in executive session.

Agenda Item 2

Board reconvened to Regular Session. Chairman Bard noted on the record that the following actions had been taken in the executive session:

Agenda Item 3

Time Warner cable cut dispute. Chairman Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 4

Sunset Valley right-of-way dispute. Chairman Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 5

Approval of Board Minutes. Chairman Bard asked if any members had amendments to the minutes taken at the May 3, 1999 Board meeting. There was no discussion. The Board approved the minutes with no changes.

Agenda Item 6

Board Chairman Update. There were no discussions on this agenda item.

Agenda Item 7

Technical Subcommittee Update. Chairman Bard asked Martha Riekenberg to provide an update from the Technical Subcommittee. Ms. Riekenberg reported that since the last Board meeting, there had been only two jobs completed by CoCom Cabling, which were small jobs. One job, which was located at the 6600 block of MoPac was complicated only because it entailed getting the assistance of the police to assist with traffic. Ms. Riekenberg further reported that work on the Super Ring South transfer is continuing. She stated that during the development of the reroute, a manhole will need to be constructed which will increase the proposed amount of the project from $17,000 to $23,000. Ms Riekenberg requested that the Board approve this action.

Patrick Jordan commented that the Cesar Chavez project is making changes to the right-of-way, and as a result, GAATN's cable will have to be moved anyway. He stated that this is a good opportunity to place a manhole in this area, and the manhole will provide an optimal splice point in this area. Brad Powell made a motion to approve the additional amount needed for construction of the manhole for the amount of $23,000. Patrick Jordan seconded the motion. All members voted to approve the action.

Martha Riekenberg also reported that she is in the process of updating the GAATN Web page.

There were no further discussions on the Technical Subcommittee update.

Agenda Item 8

Network Manager Position, and Alternative Proposals -- Service Level Agreement with the City of Austin. Patrick Jordan invited comments on the City's proposal. John Kohlmorgan distributed copies of AISD's amendments to the Service Level Agreement, and he asked for comments from Patrick Jordan. Mr. Jordan responded that he was looking at the amendments for the first time, and he would appreciate more time to review them. Chairman Bard asked Mr. Jordan if he would prefer reviewing the proposed amendments, and then prepare a written response to the Board.

Brad Powell added that it doesn't matter how many people are hired as long as the functions are being performed. He encouraged the Board to determine the level of service that is needed for each function. Wayne Wedemeyer commented that it is important to have contact names to be able to have a way to talk directly to each person working on a specific service. Brad Powell also added that in regard to long term projects, it is unrealistic for the Board to assume that all projects can be accomplished in one year. He suggested that the Board may want to establish goals for long term projects with regular status checks. Patrick Jordan responded that he has checked on the City of Austin's helpdesk involvement, and also the involvement from the financial staff. He stated that he would provide a list of contact names. Brad Powell next commented on the section concerning Optional Services. He stated that Travis County would have concerns with the current wording, and he would desire some clarification of which services fall

under Optional Services.

Katherine Mudge stated that she would be happy to reduce her comments to written form and discuss them with Patrick Jordan informally.

Patrick Jordan responded that he would review AISD's comments and comments made by others, and he would develop a revised Service Level Agreement.

Mr. Jordan asked that the Board approved disbursement of $38,000 to assist in getting the Service Level Agreement started. The money would be used for such things as office equipment, office space, etc. John Kohlmorgan objected, stating that the City of Austin should not be allowed to do this because the money should be disbursed in lump quarterly payments. Mr. Jordan responded that the City is simply asking for a pro-rata of $38,000 which was already captured in the budget spreadsheet. Mr. Kohlmorgan replied that all entities have provided services for GAATN and have not asked for money in return. Chairman Bard stated that once the agreement is signed, the disbursement of monies will be easier to handle on a quarterly basis.

Agenda Item 9

Cesar Chavez Cable Reroute. Brad Powell stated that he had requested this item be placed on the Board meeting agenda following discussions that had taken place during the last Technical Subcommittee meeting. Mr. Powell suggested that the Board may want to consider trying to get reimbursement for the reroute from Southwestern Bell Telephone Company for failing to lay the GAATN cable according to the original plans. Katherine Mudge responded that she could have her office research into the issue, and provide a letter opinion on remedies for this situation and similar situations that may occur in the future. Patrick Jordan responded that GAATN is operating under a interlocal agreement, and the Board will likely encounter similar easement issues in the future. He proposed that the Board should request the Technical Subcommittee to review these issues. Martha Riekenberg stated that the GAATN cable is now located on private property, and this situation is significant. Chairman Bard stated that the Board may want to consider where GAATN was during this initial construction phase. He continued that it is possible that the City of Austin may have instructed Southwestern Bell Telephone Company to lay the cable where it is currently located. John Kohlmorgan asked whether the cable would have to be rerouted even if it had been laid according to the original plans. Ms. Riekenberg responded that there would not have been a need for the reroute if the original plans had been followed. Brad Powell suggested that the Board set financial limits for following up on situations such as this because they will probably arise again in the future. Patrick Jordan responded that setting monetary limits is a good idea. He also restated his position that matters such as easement assignments, encroachments, and rights-of-way should be handled by the Technical Subcommittee, and then the Board could defer resolution of general remedies to its counsel, Katherine Mudge.

Chairman Bard stated that Board action was not required at this time, and there were no further discussions on this agenda item.

Agenda Item 10

Insurance. John Kohlmorgan introduced Scott Wyatt, AISD Risk Manager. Following general introductions, Patrick Jordan commented that the tasks of fiscal manager and risk manager should be intertwined, and the City of Austin was capable of handling both jobs. He added that the time of changing insurance policies is a good time to transfer the tasks to the City. Scott Wyatt stated that changing the address on the policy is all that is needed for the transfer. Mr. Wyatt reported that CIGNA is

no longer in business. He also stated that the premiums have increased because the value of the network has increased. Mr. Wyatt stated that the Board needs to discuss the amount it wants for the deductible, and how much the payments should be set at. He suggested adopting a "per occurrence" deductible. He also stated that GAATN needs a policy with catastrophic claims.

Chairman Bard asked for the amount that the network had been valued for. Scott Wyatt responded that Heidi Cottingham of CoCom Cabling had set the value at 12.5 million. Wayne Wedemeyer commented that this is an appreciating asset that is continuously increasing, not depreciating.

Chairman Bard stated that bids needs to go out quickly, and it should request several aggregates per occurrence. He asked how long it would take to get bids back. Mr. Wyatt responded that it usually takes 30 days. He stated that he could bring the bids to the Board meeting scheduled for August.

Chairman Bard directed Patrick Jordan to handle the insurance issues in the Service Level Agreement. Mr. Jordan responded that he would want the GAATN attorney to handle any legal insurance claims. He would not want the City of Austin to pursue insurance legal claims. Mr. Jordan added that AISD did not use AISD legal counsel for insurance claims. He stated that Scott Wyatt would simply speak with Katherine Mudge regarding concerns, and he would like the opportunity to do the same.

Agenda Item 11

Chairman Bard confirmed that the next Board meeting would be held July 12, 1999 at 1:30 in the LCRA Board Conference Room.

Agenda Item 12

New agenda items for next meeting. Chairman Bard requested that the Service Level Agreement between the City of Austin and GAATN be placed on the agenda for the next Board meeting.

Agenda Item 13

The meeting was adjourned by Chairman Bard at approximately 3:20 p.m.

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Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Meeting of the Board of Directors Meeting Held July 12, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:40 p.m.

The following Board members announced as present:

- Leigh Williams, on behalf of Travis County
- Debbie Opdahl, on behalf of Austin Independent School District
- Bill Bard, on behalf of The University of Texas
- Tom Lott (alt.), on behalf of Lower Colorado River Authority
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Dave Kelly, on behalf of State of Texas, General Services Commission
- Wayne Wedemeyer (alt.), on behalf of The University of Texas
- Patrick Jordan, on behalf of the City of Austin
- Martha Riekenberg (alt.), on behalf of the City of Austin

Agenda Item 2

Chairman Bard asked for Public Comment. There were no statements from the public. Chairman Bard directed that the open meeting be recessed in order to commence the meeting in executive session.

Agenda Item 3

Board reconvened to regular session. Chairman Bard noted on the record that the following actions had been taken in the Executive Session:

Agenda Item 4

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 5

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 6

Approval of Board Minutes. Chairman Bard asked if any members had amendments to the minutes taken at the July 7, 1999 Board meeting. A motion to Approve was entered by Steve Zoromsky and the motion was seconded by Debbie Opdahl. The Board members voted unanimously to approve the minutes with no changes.

Agenda Item 7

Board Chairman Update. Bill Bard commented that he continues to attempt to get publicity for GAATN in area media.

Steve Zoromsky commented that there should be interest in the network and its construction from the school systems.

Debbie Opdahl - responded that it was a good idea and that she had no problem introducing it to the Superintendent. Steve Zoromsky added that real world examples are good for students.

Patrick Jordan stated that the Transportation Management - Public Works Network is not an option because it no longer uses GAATN. The network is not used because it has an incompatible architecture.

Leigh Williams stated that Travis County will soon begin video magistration, which may be newsworthy.

Chairman Bard stated that if he gets any interest from the media, he will contact the members.

Agenda Item 8

Technical Subcommittee Update. Martha Riekenberg provided handouts and reported that GAATN is where it should be in the budget for the year. She reported that if teardowns continue at the current low rate, GAATN may find itself with a surplus.

Chairman Bard asked if there seem to be any factors that decrease the amount of work on teardowns, etc.

Martha Riekenberg responded stating that, the wet and rainy weather makes construction work decrease. She further commented that the rain has been weekly, so the pattern of teardowns has decreased but will likely increase when dry weather comes. Ms. Riekenberg continued that the impact of maintenance on the network has lead to a decrease in cost of repairs.

Ms. Riekenberg distributed copies of a map illustrating the Cesar Chavez reroute. The six blocks involved will impact the right-of-way. The City is proposing a series of tunnels to link city offices/garages. The net effect is that all existing utilities are facing a large reroute. Ms. Riekenberg stated that GAATN should coordinate the reroute with other utilities.

Martha Riekenberg advised that GAATN has a deal with Time Warner to share conduit.

Katherine Mudge questioned the removal of A2N on West 2nd street. Martha Riekenberg responded that the construction on the parking garage begins in late 2001, and the complex itself will not begin construction until the first of 2002. Katherine Mudge asked whether the cable was in the right-of-way or street. Martha Riekenberg responded that the cable is in the street. Patrick Jordan suggested placing conduit runs in tunnel connections. Ms. Riekenberg responded that this was fine, but the tunnel would not be built until later.

Wayne Wedemeyer asked whether the tunnels would connect all three CSC sites; and Ms. Riekenberg responded affirmatively.

Martha Riekenberg reported that GAATN has been asked to clear its cable from around the building West of the Hobby Building -- GAATN has also been asked to vacate the property and the adjacent streets.

Martha Riekenberg reiterated that she has been talking to Time Warner and other utilities to develop a partnership in the construction project. Katherine Mudge asked for clarification on the partnership to agree on route. Ms. Riekenberg responded that the partnership included splitting the costs of the conduit. Cost for conduit has been estimated at $294,000, which includes ducts and manholes. This project was identified in the GAATN $200,000 construction project budget. Ms. Riekenberg continued, stating that she has been trying to minimize costs and impact on the Network. Restoring asphalt and traffic is the bulk of the cost.

Chairman Bard asked what the drop dead date was, and Ms. Riekenberg responded by stating that construction begins on the tunnels between November and February. Excavation may begin the end of GAATN's fiscal year. She added that Super Ring S has already been rerouted.

Chairman Bard asked when the perimeter conduit will need to be in place and Martha Riekenberg responded that the conduits need to be in place by Aug.-Sept. of 2000 keeping in mind that this is a preliminary plan. She further stated that when the digging begins, there are risks. They will dig through cable with no considerations and GAATN does not need to be in the way. Chairman Bard asked whether there is SWBT involvement in this project, and Ms. Riekenberg responded by stating that they do not need to join in this conduit.

Leigh Williams asked Martha Riekenberg which utilities she had talked to, and Ms. Riekenberg responded that she has spoken to Austin Energy and Time Warner. She added that proposed four conduits makes it a bargaining chip, because other utilities will need these. Wayne Wedemeyer asked if GAATN can market to one and not to the others, and Ms. Riekenberg responded that it could be bargained on a first come, first served basis. She added that the pathway with extra conduit becomes a valuable asset.

Katherine Mudge asked for a timeline for GAATN approval in order to make the rerouting formal. Martha Riekenberg stated that there is nothing formal with the contractors yet, and there needs to be formal action by the Board within 3-4 months.

Katherine Mudge stated that the Board should consider doing a standard agreement with Time Warner, and Martha Riekenberg advised that she has discussed the 50-50 split informally with Time Warner.

Leigh Williams asked whether the Board needs to adopt this as a formal discussion on this issue in order to allow Martha Riekenberg to go forward with discussions with Time Warner and other utilities. There was agreement among the members that the prior discussions served as formal discussion.

Martha Riekenberg stated that there was a possibility that Austin Energy will buy into the plan.

Dave Kelly questioned the construction of the manhole on the reroute, and Ms. Riekenberg advised that GAATN was already aerial around San Antonio street.

Dave Kelly asked if the $200,000 budgeted amount includes cable, etc., and Ms. Riekenberg responded that the $200,000 was the estimate for entire project. Dave Kelly asked if there is some kind of contingency to make up the difference in case the project goes over budget, and Ms. Riekenberg advised

that there are resources to cover the project as long as GAATN does not see an increase in teardowns.

Patrick Jordan commented on the importance and scope of the project. He added that the map distributed by Ms. Riekenberg only exists on her computer. The Board generally expressed their appreciation for Ms. Riekenberg's hard work on this project.

Martha Riekenberg advised that the Board had requested the Technical Subcommittee to look at viable options in the event the cable was laid on private property even though it shouldn't have been laid there by SWBT. She reported that this issue was discussed at the last the Technical meeting. The Technical Subcommittee recommends that each incident should be dealt with on a case by case basis. Further criteria is that the incident must involve $100,000 or more and must have a high chance of winning expenses, and damages won must exceed 50% more than accrued legal expenses. The Technical Subcommittee also wants an attorney report before taking the case.

The Board asked Katherine Mudge to research whether it has the capability of suing under the final acceptance with SWBT, or whether that right was signed away when the agreement was accepted. Chairman Bard asked Ms. Mudge for her thoughts on this issue and she responded, stating that for the most part, those things in existence at the time the agreement was executed have to be lived with, although some rights cannot be waived. She added that it should be considered on a case-by-case instance, and that she will look at the language in the agreement and report back to Martha Riekenberg.

Chairman Bard asked whether the Extended Warranty will come in to play, and Katherine Mudge responded that the Extended Warranty was expired, and therefore would not come into play. Patrick Jordan stated that if cable was not laid where it was supposed to be when SWBT sold it to GAATN, then GAATN probably has recourse.

Wayne Wedemeyer asked if there was potential recourse with the inspection company, and Katherine Mudge responded affirmatively, and asked if GAATN had a contract with them? Ms. Mudge stated that she would need to review any agreement for caveats regarding recourse, but that common law remedies would apply.

Patrick Jordan advised that in looking at the $100,000 limit, he wanted to remind the Board that not taking action would establish a negative reaction.

Patrick Jordan asked whether the Board needed to take action to approve the Technical Subcommittee's recommendation into the Board's procedures. Chairman Bard responded that this particular type of issue involving past mistakes in the future, hopefully, will not be a common occurrence.

Chairman Bard asked if the planning information on the Circle C easement had been recorded, and Ms. Riekenberg responded that the easement had been recorded.

Wayne Wedemeyer advised that the May 19th Technical Subcommittee report in the minutes for the June Board meeting did not discuss Fire 14. Mr. Wedemeyer asked if it was proper procedure for the Technical Subcommittee to create superrings without the Board's approval. Martha Riekenberg responded that permission was not asked to extend the superring into Fire 14, although it was discussed in detail at the Technical Subcommittee meeting. Chairman Bard stated that this was an important point.

Debbie Opdahl stated that some things discussed at Technical Subcommittee meetings should be acted upon by the Board. Patrick Jordan stated that the distinction on whether it is a new site, or it's an existing site is being developed. Chairman Bard stated that it may be worthwhile to develop a policy on these types of issues, and start an ongoing document containing these policies. Martha Riekenberg stated that

the original policy was for development of all new sites to be brought to the Board for approval. She added that the policy changed when the Board decided it did not need to consider extensions.

Chairman Bard responded that, clearly, there was no violation of policy, but he would like for the Technical Subcommittee to consider his proposal.

Katherine Mudge advised that from a legal perspective, GAATN should not appear to not be abiding by the Open Meetings Act, and that GAATN decisions should be made by the Board.

Debbie Opdahl entered a Motion to move that the Technical Subcommittee prepare a document defining issues with respect to new sites that require Board approval. Steve Zoromsky seconded the Motion.

Patrick Jordan advised that there are times when expeditious acts are needed, especially when GAATN was in the construction phase.

Debbie Opdahl indicated that the Board should handle these matters formally, in light of Katherine Mudge's comment. Steve Zoromsky questioned whether this will hamper the work of the Technical Subcommittee. General discussions followed, and Debbie Opdahl amended her motion to direct the Technical Subcommittee to create a document outlining actions requiring Board approval, and actions where Board approval is not needed. All members voted to approve the action.

Agenda Item 9

Service Level Agreement. Chairman Bard laid out the issue and deferred discussion to Patrick Jordan.

Patrick Jordan reported that he had made some revisions to the draft agreement, but in reading the changes, it occurred to him that there had been a change in intent from original proposal such that the document has changed into a contract with the COA for the City to render services, for which he feels he is not authorized to do.

He added that he did not feel comfortable with Katherine Mudge's suggestion that it is a service contract. The City will not authorize him to enter into a contract to render services for other entities. Mr. Jordan stated the services identified in his proposal could serve as a Request for Proposal.

Dave Kelly commented that his counsel thinks the Board should circulate the proposal for bids. Tom Lott asked Mr. Jordan where he thought the Board went over the line and created a contract. Mr. Jordan responded that when the language in Katherine Mudge's suggestion was tightened, certain things surfaced as a contract as opposed to an agreement. He added that he felt the imaginary line in the interlocal agreement had been crossed. Leigh Williams commented that from the beginning, it was probably going to end up in this direction. This is rapidly turning into a business of it's own. Mr. Jordan stated that an operating entity is what he envisioned, as opposed to a contracting entity.

Debbie Opdahl stated that moving from a construction phase to a maintenance phase is making all members move cautiously, and Leigh Williams added that it is very difficult to run a business with volunteer labor.

Patrick Jordan stated that he did not make the proposed changes to the document because it would mess up RFP document.

Patrick Jordan stated that the City of Austin may still come through with a response to the RFP, but this will give him authority through a correct avenue. Wayne Wedemeyer commented that other entities may

use the contract for other avenues as well, such as, lifeline, internet, phone, etc.

Katherine Mudge commented that her suggested changes never intended to sway the COA away from the agreement. Her purpose was to highlight things to consider the importance of GAATN's investment, and she apologized to Patrick Jordan for the situation. Debbie Opdahl stated that Katherine Mudge did what she was requested to do, and asked Katherine Mudge for further comments. Katherine Mudge advised that if the agreement involved somebody from the outside, the Board would be very comprehensive, for instance the CoCom Agreement. She added that if the Board is entering into an agreement with a GAATN participant, there still must be sufficient attention to detail. Talking about forecasts and notions for the future will affect all members and there still must be detailed language for objective standards.

Leigh Williams commented that the stakes got much higher when mission critical systems are on the network, and it is now time to think about how to proceed.

Katherine Mudge advised the Board that it does not have to put all items in the RFP. She further advised that GAATN members could maintain some services as "in-kind" service.

Debbie Opdahl stated that the Board may want to consider dividing up some of the tasks among members and contract out for other jobs.

Leigh Williams responded that it is very important to look at basic needs. Is this a cable plant or a network? The Board must get these issues on the table and dealt with before moving forward.

Chairman Bard commented that it seems the members have come to closure on this. He added that the Board should consider how to partition the list of things that need to be done. Chairman Bard proposed to let members look at partitioning out the list, and let it go out as a RFP. Debbie Opdahl commented that Patrick Jordan has done a great job in getting it all down, now we need to get things defined. Wayne Wedemeyer agreed, but cautioned that the decision should be one that is comfortable with all members. Leigh Williams commented that the Board should do what Debbie Opdahl suggests, and come up a with short term solution for now.

Agenda Item 10

Chairman Bard confirmed that a Special Board Meeting would be held July 19, 1999 at 1:30 p.m. in the LCRA Board Conference Room. He further confirmed that the next regularly scheduled Board meeting would be held August 2, 1999 at 1:30 p.m. in the LCRA Board Room.

Agenda Item 11

New Agenda items for the next Special Board Meeting. Chairman Bard requested that the following items be placed on the agenda for the next meeting: (1) Election of Chairperson and Vice-Chairperson; and (2) Service Level Agreement.

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Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Special Meeting of the Board of Directors Meeting Held July 19, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Debbie Opdahl, on behalf of Austin Independent School District
- Tom Lott (alt.), on behalf of Lower Colorado River Authority
- Steve Zoromsky (alt.), on behalf of Lower Colorado River Authority
- Dave Kelly, on behalf of State of Texas, General Services Commission
- Wayne Wedemeyer (alt.), on behalf of the University of Texas
- Patrick Jordan, on behalf of the City of Austin
- Martha Riekenberg (alt.), on behalf of the City of Austin
- John Kohlmorgan (alt.), on behalf of Austin Independent School District
- Leigh Williams on behalf of Travis County

Documents Presented: (1) Budget Information presented by Wayne Wedemeyer; and (2) Presentation by Quinn Street titled, Operation of the Greater Austin Area Telecommunications Network.

Citizen Comments: Quinn Street, Graduate School of Library and Information Science, The University of Texas at Austin presented his recommendations concerning the proposals of the City of Austin, The University of Texas, and responses of the Austin Independent School District and GAATN attorney.

Mr. Quinn discussed the following four topics, which are also found in his report attached to these minutes:

1. Discuss and vote on the City of Austin's proposed Service Level Agreement;
2. GAATN needs a Network Coordinator;
3. As stated by Patrick Jordan, the City of Austin Service Level Agreement could also be an excellent framework for a Request for Proposals;
4. The GAATN Board should consider creating a system of GAATN Basic underlying Credits, or GAATN BUC's; and
5. Cost-Benefit analysis for GAATN services should be prepared and maintained by all participating organizations.

No questions or comments were made to the Citizen Comments.

Agenda Item 2:
Election of GAATN Board Chairperson and Vice-Chairperson

Chairman Bard opened the floor for nominees for Board Chairman.

Leigh Williams asked about the history of past Board Chairs and wanted to know if the past Board Chair was Bill Allred and then Les Markus with the City of Austin as the last Chair before Bill Bard. Chairman Bard responded that Allred was the only Chair of full which constituted the Board of Directors and was Board Chairman for two years.

Tom Lott moved to nominate Bill Bard for Chairman.

Patrick Jordan moved to nominate Debbie Opdahl for Chairman.

Chairman Bard started the voting with all those in favor of Debbie Opdahl for Chairman: Patrick Jordan was the only show of hands.

Chairman Bard continued with the voting, with those in favor of Bill Bard for Chairman: All others had a show of hand. Bill Bard was elected Chairman.

Election for the Vice-Chairman was held with Leigh Williams nominating Debbie Opdahl with a show of two hands. Tom Lott nominated Patrick Jordan with a show of three hands. Patrick Jordan was elected Vice Chairman.

Agenda Item No. 2:
Service Level Agreement

Chairman Bard opened the meeting with the consideration of the proposed City of Austin Service Level Agreement. He stated that at the last discussion we left with the idea to divide issues presented with work divided into things that could be done internally, etc.

Patrick Jordan indicated that there have been no changes to the agreement by GAATN's attorney. Mr. Jordan further stated that the language from Smith, Majcher & Mudge was much more detailed which made him realize that this was really a binding contract.

Leigh Williams asked where the City stands with the offer, or, if there was even an offer. Patrick Jordan responded that the City of Austin was withdrawing its offer based on the need for additional contract language and on a change of position by the City. Leigh Williams added that people want it to be more structured and asked if the City of Austin is still willing to do all purposed. Patrick Jordan responded that the current work is in, but plans could change. Mr. Jordan further stated that he came up with a laundry list critical to network operations and that there would be a better list if he knew what GAATN wanted to do. He indicated that he is responding to the need as perceived by him. He went on to say that it scares him that it offers missing critical functions outside of GAATN Board. He added that he trusts GAATN more than outside entities with proposal.

Chairman Bard asked Patrick Jordan who at City of Austin had approval to enter into an agreement. Mr. Jordan responded that he felt he was authorized to enter into an agreement.

Chairman Bard stated that the GAATN Board can contract with agency entity or person but can not build

and administer staff or operate as part of GAATN. Leigh Williams responded that it is clear that the Board can control. Ms. Williams went on to say that she is not qualified to contract on behalf of Travis County but can offer services on behalf of her department.

Debbie Opdahl asked Patrick Jordan if he would feel comfortable with service level agreement but no contract. Leigh Williams stated that the risk for Patrick Jordan and the City of Austin would be how the provision would be enforced and if the City of Austin could be liable for breech of agreement.

Chairman Bard indicated that at the beginning of GAATN, AISD was going to build the network independently and entered into a contract with JamCom to design for the four entities and went out for bids. He further stated that AISD was responsible for expenses to contract. Wayne Wedemeyer added that it was long term to construct it. There were three or four discussions that came around in an effort to check on bid specs.

Debbie Opdahl stated that to change cost managers in the middle was not effective and that it makes sense for the City of Austin to do it because the City has the talent and resources. Ms. Opdahl indicated that in regard to the designing and technical issue, the City of Austin has key to what is going on around town and needs to keep the Board apprised of that. Chairman Bard added that the Board needs to identify things it wants done and omit what would be better done by other entities. He further stated that the Austin City Council may elect to respond to that proposal.

Leigh Williams asked Patrick Jordan if he felt comfortable with this issue at this point and Mr. Jordan responded by stating that he does not mean to be dodgy on this issue. Debbie Opdahl added that it makes sense that the City of Austin should do it and that Patrick Jordan did an excellent job in putting it together.

Chairman Bard commented that if someone at the City of Austin authorizes Patrick Jordan to move forward then Mr. Jordan would feel more comfortable. Mr. Jordan added that having GAATN letterhead on the agreement would also make him feel more comfortable. Leigh Williams responded by making a proposal to make the agreement a GAATN document. Patrick Jordan commented that he should be responsible as a City employee on behalf of the City and go through City Manager.

Chairman Bard stated that the agreement should be divided into two sections: 1) Technical Manager and Operator of GAATN Network and; 2) Fiscal Agencies. Patrick Jordan responded that the GAATN Administrator should be responsible for such administrative work as the meeting minutes, meeting agendas and notices. Patrick Jordan commented that the legal staff are paid to do the minutes of GAATN Board meetings.

Leigh Williams added that she agreed with Patrick Jordan that the City of Austin would need authorization for GAATN Board for purchases. Patrick Jordan stated that the simple notion would be that the engineering person who would decide to purchase cable should not have authorization to sign check and that this authorization should come from the GAATN Board. Debbie Opdahl responded by asking if GAATN has authorization for cable requisitions and Patrick Jordan responded that GAATN authorized the Technical Subcommittee.

Chairman Bard commented that if one of the entities is doing something and they have a need for and there are two or three ways to engineer it then how would that issue ever come to afford and that this might not be in the best interest of GAATN. Leigh Williams responded that this was always going to be the case. Chairman Bard stated that he was just trying to bring this issue to the attention of the Board.

Leigh Williams commented that each person will have biased toward their own entity. Entities in Board

have more at stake and more knowledge. The City of Austin has head-up on construction. They have a pipeline to City construction.

Patrick Jordan asked what percentage of work in right-of-way is associated with tile, work and electric and commented that he needed to discuss some issues with Martha Riekenberg and wanted to know if the Board could take a five minute break.

Chairman Bard adjourned the meeting for a short break.

Break began at 2:40 p.m.

Resumed meeting at 3:00 p.m.

Chairman Bard indicated that Patrick Jordan reviewed proposal and has permission to: 1) put on table and ask for vote or; 2) have Board require from the City of Austin, a response to a list of requirements for consideration of the City. Patrick Jordan responded that the Board will approve or format a requirement for the City to reply to and that the document was incomplete because GAATN legal staff language was not included in document. Leigh Williams stated that the major difference is getting approval by all entities. She further state the need to formulate an opinion based on document and have Chair present to the City.

Patrick Jordan indicated that Optional Services guidelines are included in the agreement to ensure that the City would not be responsible for everything under general optional services.

Dave Kelly asked Patrick Jordan if he could foresee engineering services to be cheaper than $100 an hour. Mr. Jordan responded that certainly, you would use whoever was best and that contract language is scary because most future funds are unanticipated.

Chairman Bard commented that the Board has two options to come to a closure: 1) accept this proposal or; 2) move proposal through City of Austin mechanisms. Need to decide to accept as written or other.

Tom Lott commented that if Patrick Jordan provides the service then the Board will never get around the conflict of interest issue since he is with the City and on the Board. He further stated that this is the wrong way to go and that the original concept with Linda was the way to go. He added that the Board needs a Technical Manager with administrative help and that the Board can still use the City of Austin if they want to hire these people but a body who reports to this Board is needed. Patrick Jordan responded that that would be great but believes the Board is prohibited. Tom Lott stated that GAATN would not be hiring. Martha Riekenberg commented that the City of Austin employees must report to City not to GAATN Board. Tom Lott indicated that technically this person could report to the Board as well as City of Austin but not Patrick Jordan.

Patrick Jordan stated that he recalled working with Linda who expressed concerns about who she was reporting to and that this issue came to the Board who spent much time rewritting the job description.

Chairman Bard stated that this added another set of options to consider as follows: 1) to Accept COA service level agreement; or 2) modify the COA service level agreement and submit as an RFP to the COA as an operating entity (GAATN members). Patrick Jordan stated that GAATN should think about an RFP and the Board could specify what it wants done by asking the COA to respond to as an acceptance of the service level agreement..

Chairman Bard indicated that the other Options were to advertise RFP or advertise and retain the network manager/administration.

Debbie Opdahl commented that it does not just have to be the City and asked if number four should say "to all GAATN entities".

Chairman Bard indicated that it would only do number four if one of the other entities can post outside entity and went on to ask if members could post outside with AISD responding yes, GSC responding no, Travis County responding no, LCRA responding yes and UT responding yes.

Leigh Williams commented that the employee who reports to Patrick Jordan can not have a private line to the Board and would rather have a GAATN employee who reports to GAATN. She further stated that the employee would have a hard time knowing who to report to.

Wayne Wedemeyer indicated that the agency can contract with persons but that this employee would have no sick leave, vacation leave, etc. if contracted. He further stated that the City of Austin could charge for the office space and GAATN could contract with person.

Debbie Opdahl asked if a vote could be taken.

Chairman Bard responded that a vote could be taken and that someone needed to make a motion.

Leigh Williams asked if the motion would be a motion to vote to consider agreement dated July 7, 1999 and then made a motion to consider same.

Patrick Jordan seconded Leigh Williams' Motion.

Discussion:

Patrick Jordan stated that the advantage would be that the agreement allows GAATN to begin action and the disadvantage would be the lack of certainty the GAATN Board feels of the deal. Leigh Williams commented that the Board needs appropriate contracting with the City of Austin. Patrick Jordan responded by asking if it included contracting authority.

Leigh Williams asked Patrick Jordan if he has authority for approval. Mr. Jordan indicated that Better Outerlly, Assistant City Manger, gave him the okay for authority.

Chairman Bard asked for a show of hands for the acceptance of proposal. Patrick Jordan was the only show of hands with no members abstaining. The Motion did not pass.

Leigh Williams moved for Motion to consider Item number four on the issue of hiring a Network Administer in addition to the RFP.

Wayne Wedemeyer asked if the language could be changed to say GAATN employees.

Tom Lott seconded Leigh William's motion.

Leigh Williams stated that consideration is service itself - not the people. The people are 100% GAATN.

Martha Riekenberg stated that the reason this became a service level agreement was because Brett Powell didn't care how many people it took. Chairman Bard agreed.

Tom Lott stated that if Patrick Jordan provides the service and is also a member of the Board and could not be on both.

Patrick Jordan commented that people have to have a legal and fiscal reporting relationship. The person taking direction for GAATN Board is made clear in documents.

Tom Lott stated that there should be one person responsible (Technical) to report to board and not to Patrick Jordan. Leigh Williams responded by asking Patrick Jordan if he felt that this person could not be housed at the City of Austin.

Debbie Opdahl proposed that GAATN drop the City of Austin as the Network Manager. Wayne Wedemeyer responded that Rule Number 14 requires notice of 120 days in advance to change Network. Tom Lott asked Patrick Jordan if the conflict is going to present a problem. Mr. Jordan responded that he can be trusted to make the conflict not a problem.

Wayne Wedemeyer stated that this issue must be decided and the Board should go item by item where Patrick Jordan and the City of Austin are involved. Some areas can't be done by Board approval.

Leigh Williams indicated that they could require City of Austin to recuse itself with decisions on continuance of contract to prevent the swing scenario from happening.

Tom Lott stated that Patrick Jordan may not be at his job forever and then GAATN is left with the Network Manager and that the Board needed to think long term. Debbie Opdahl responded that Leigh Williams' suggestion regarding contract language on City recuse would take care of this.

Leigh Williams asked if this was sufficient enough to agree with for the 90-day agreement. Patrick Jordan responded that GAATN had to have better options if not delighted with service.

Chairman Bard stated that the motion on item number four is that GAATN retain one of its personnel to carry out network management and function. A vote was taken and the Motion was not passed.

Leigh Williams stated that it is open on the table how to structure a RFP to allow people to bid.

Chairman Bard asked if there was a motion.

Tom Lott entered a motion to modify the service level agreement and submit an RFP. The motion was seconded by Patrick Jordan and there was no discussion.

Chairman Bard asked for a vote to modify and submit as RFP and the motion passed.

Chairman Bard indicated that now the question was who was going to modify the agreement and submit it. Chairman Bard further commented that Patrick Jordan has done a tremendous job organizing this and suggested that the Chair meet with counsel for GAATN and try to come up with RFP based on that and consider at next meeting. He stated that Smith, Majcher & Mudge would be writing the RFP.

Martha Riekenberg stated that the Board should not expect it at the next meeting. Chairman Bard responded that it needs to be run by counsel since they drafted it. Debbie Opdahl suggested that legal RFP language might not be needed.

Leigh Williams stated that she was willing to coordinate getting together a master document on this draft. Chairman Bard commented that that was a good, inexpensive way.

Chairman Bard announced that Leigh Williams would be in charge of coordinating the production of the RFP from the service level agreement to be considered at next Board meeting which will be held on August 2, 1999.

Adjourned: 4:20 p.m.

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Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Meeting of the Board of Directors Meeting Held August 2, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:40 p.m.

The following Board members announced as present:

- Leigh Williams, on behalf of Travis County
- Bill Bard, on behalf of the University of Texas
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Dave Kelly, on behalf of State of Texas, General Services Commission
- Wayne Wedemeyer (alt.), on behalf of the University of Texas
- John Kohlmorgan (alt.), on behalf of Austin Independent School District
- Gary Weseman, on behalf of Austin Community College
- Martha Riekenberg (alt.), on behalf of the City of Austin
- Patrick Jordan, on behalf of the City of Austin

Agenda Item 2:
Citizen Communication

Chairman Bard asked for Public Comment. There were no statements from the public.

Agenda Item 3:
Executive Session

Chairman Bard noted on the record that Susan Schultz was attending the meeting on behalf of Smith, Majcher & Mudge in the absence of Katherine Mudge. He asked Ms. Schultz if she was aware of any matters that needed to be reported on in executive session. Susan Schultz stated that she had nothing to report, but she was attending the meeting to provide guidance. Chairman Bard asked the members if there was a need to move to executive session, and there were no comments. Therefore, the Board did not meet in executive session.

Agenda Item 4:
Time Warner Cable Cut Dispute

No action was taken.

Agenda Item 5:
City of Sunset Valley Right-of-Way Dispute

No action was taken.

Agenda Item 6:
Approval of July 12, 1999 Board Meeting Minutes

Chairman Bard asked if any members had amendments to the minutes taken at the July 12, 1999 Board meeting. A motion to approve was entered by Patrick Jordan and the motion was seconded by Leigh Williams. The Board members voted unanimously to approve the minutes with no changes.

Agenda Item 7:
Approval of July 19 Special Board Meeting Minutes

Chairman Bard asked if any members had amendments to the minutes taken at the July 19, 1999 Board meeting. Patrick Jordan noted the misspelling of Mr. Marcos' name. With this amendment noted, a motion to approve the minutes was entered by Steve Zoromsky and the motion was seconded by Patrick Jordan. The Board members voted unanimously to approve the minutes with the noted amendment.

Agenda Item 8:
Board Chairman Update

Chairman Bard asked for a report from Patrick Jordan regarding the City's proposed plan to place all utilities underground along 5th Street. The proposed project will encompass a 12 - 15 block area. Mr. Jordan reported that the targeted reroute will occur on a block by block basis, which raises the issue of splicing the cable 13 times, placing 13 manholes, etc. He continued that the main concern for GAATN will be in trying to keep the cable active during this reroute. Mr. Jordan added that he became aware of this proposed project when a developer called Martha Riekenberg. He referred the developer to Bill Bard.

Chairman Bard stated that he had placed a call to Eric Alexander, the developer, but his call had not yet been returned. Chairman Bard stated that it is his intention to request the developer to do a presentation before the Board. Patrick Jordan commented that the Technical Subcommittee should be involved in the ultimate decision regarding this project because of its magnitude. Mr. Jordan stated that even being proactive at any cost may not keep GAATN out of harms way because of the complexity of developing this region in 300 foot segments. Wayne Wedemeyer asked if a time frame was given by the developer, and Mr. Jordan responded that there is a time frame of as many as 10 years. Mr. Jordan added that this situation not only involves GAATN, but AT&T, Time Warner, and others as well. Chairman Bard stated he would work on getting a presentation before the Board, and also thought that the Board may want consider inviting AT&T and Time Warner to hear their thoughts on this issue.

Agenda Item 9:
Technical Subcommittee Update

Martha Riekenberg reported that during the last Technical Subcommittee, it was discussed that only two minor teardowns had occurred. Ms. Riekenberg further reported that the construction of the Annex was

moved until the buried section is cleared for demolition demolition of the Annex block was delayed until February 2000. Ms. Riekenberg added that the soil cleansing on Block 4 will begin immediately, and the GAATN cable is clear from demolition.

Martha Riekenberg further reported on the CoCom maintenance contractor report. She stated that the maintenance contract was set at 75 transfers per calendar year. This number has been exceeded. Ms. Riekenberg explained that this is the first time GAATN has been maintained daily, so this would explain excessive amount of transfers required to date. Chairman Bard asked how many transfers had occurred to date, and Ms. Riekenberg responded that GAATN currently is setting at 85-90 transfers. She added that 75 transfers is and was a good number to limit for transfers in the contract because shouldn'ton an on-going basis, the network should not encompass exceed 75 transfers after the initial maintenance period. Chairman Bard stated that when GAATN gets out of the maintenance catch-up mode, the number of transfers will drop, so the 75 limit should be a good number for the second year of the maintenance contract.

Patrick Jordan asked Ms. Riekenberg approximately how many poles GAATN contracts for, and she responded by stating approximately 10,000 poles. Mr. Jordan added that considering the number of poles GAATN contracts for, 180 transfers per year may be a more accurate estimate.

John Kohlmorgan asked, according to the CoCom Cabling contract, what was the cost for each additional transfer, and Wayne Wedemeyer responded that the cost is $42 per additional transfer.

Martha Riekenberg next reported on the Board's request to the Technical Subcommittee to prepare methods and procedures for intrusive/expansion work on the Network. Wayne Wedemeyer suggested that the Board go back to the Interlocal Agreement to get appropriate wording for the Procedures, although, he subsequently added that there is nothing in the Interlocal Agreement about procedures for intrusive work. Chairman Bard directed that the Board is trying to set up proper procedures for doing work on the Network that intrudes on the media connections. Martha Riekenberg suggested that the Technical Subcommittee set up a working committee to establish draft proposed procedures. Chairman Bard stated that the groups of policies need to be organized per subject. Martha Riekenberg added that each issue needs to be looked at as part of a whole a group and Chairman Bard responded that the Technical Subcommittee is trying to work function as a "working group".

Ms. Riekenberg stated that the Legislature recently passed two Bills that will affect GAATN, namely HB 1777 and SB 560. Chairman Bard asked for comments from GAATN counsel, Susan Schultz. Ms. Schultz responded by providing a description on HB 1777, which may impact the network's rights-of-way. Susan Schultz reported that the implementation of HB 1777 will be under the authority of the Public Utility Commission of Texas. She stated that the PUC is taking steps through projects/rulemakings to look at franchise fees issues. Ms. Schultz stated that HB 1777 provides that if there is a franchise agreement in place with a city, then they have the option to continue operating under the franchise agreement, or there is also an option to opt into the new rule. If the choice is made to opt in to the rule, then compensation will be based on the amount that the cities collected in 1998 revenues. Ms. Schultz added that the PUC is also looking into setting up categories of access lines, and carriers will be required to report the number of access lines in use during the first phase of this project.

In regard to SB 560, Susan Schultz reported that she had not yet had an opportunity to review this Bill. Wayne Wedemeyer commented that it was his understanding that this Bill removes the authority of city owned utilities to provide certain services. Mr. Wedemeyer further stated that this bill replaces authority granted in HB 2128.

Patrick Jordan stated that HB 1777 also addresses dark fiber, which opens up the possibility for electric

utilities to lease dark fiber to another party. Mr. Jordan indicated his concern over the affect of the bill, and the impact it will have in regard to the leasing of lease dark fiber.

Chairman Bard requested GAATN legal counsel to look at the Bills, and provide a summary to the Board members with information on what kind of impact these Bills will have on the network. Susan Schultz responded that she would relay the information to Katherine Mudge, and together, they would compile a summary for the Board.

Agenda Item 10:
Approval of new Fire 14 Supernode Location on D1N, SRN

Patrick Jordan, on behalf of the City of Austin, moved that the Board approve the construction of Fire 14 for a Supernode location. The motion was seconded by Gary Weseman. All members voted to approve the action.

Agenda Item 11:
Consideration of AISD Site Additions

On behalf of AISD, John Kohlmorgan moved for approval of the addition of eight new schools on the network. The motion was seconded by Gary Weseman.

Chairman Bard asked if the new schools are coming on to the ring, and Mr. Kohlmorgan responded that they will be nodes. Patrick Jordan stated that in the past, the Board looked at engineering for the addition of nodes. John Kohlmorgan stated that as-builts have been completed by CoCom Cabling, and are available for review. Martha Riekenberg commented that she has seen the as-builts, and that the property tracks are very close to existing locations. She added that the sites involved do not add much opportunity for other entities. Chairman Bard added then, basically, the Technical Subcommittee would tend to be a clearinghouse for these types of additions. Patrick Jordan asked if there was a recommendation from the Technical Subcommittee to approve the addition of these schools. Martha Riekenberg responded that the Technical Subcommittee does not have an issue with the additions, but she cannot say it is supported by the Technical Subcommittee since the committee has never taken a vote on the sites. Following these discussions, all members voted to approve the motion of AISD.

Agenda Item 12:
Network Modification/Addition Policy Statement

Chairman Bard asked the members how they felt the Board could change the network in a positive way. He added that it sounds like the Technical Subcommittee has embarked on these issues. Steve Zoromsky commented that orderly growth is assisted by long-term planning. Patrick Jordan agreed and added that it is his intent that the document should serve as a base to track procedures and planning. Leigh Williams agreed with Mr. Jordan's statement and added that proposed procedures should be considered and planned for by the Board. Patrick Jordan added that even an Annual Plan for GAATN would be helpful. Chairman Bard indicated that the notification and general policy requirements would serve as long-term planning procedures. Patrick Jordan stated that anything that opens a ring is a threat that could affect all members, and he added that these types of things/plans for modifications should be coordinated with and acted on only after Board approval. Mr. Jordan continued by stating that anything that requires wire-separation on the ring should be handled through Board policy, and there is nothing easy about this issue of policy standard. Board relies heavily on the Technical Subcommittee. He stated that he was taken by Katherine Mudge's comments during the last Board meeting about decisions needing to be made in Open

Meeting, and considers this to be an extremely important point. Mr. Jordan stated that the Board may want a standing item in meeting agendas for the approval of Technical Subcommittee actions in Open Meeting.

Chairman Bard responded, in reflecting on Martha Riekenberg's task to complete Linda Picazzo's Picazo's proposed policy standards, that the policies being drafted by the Technical Subcommittee will be brought before the Board for approval. Patrick Jordan commented that the procedures adopted should be attached to the Bylaws, and incorporated by vote to the Articles of Incorporation. Chairman Bard inquired as to when the Technical Subcommittee will come up with a draft, and Martha Riekenberg responded that it would probably be in October. Ms. Riekenberg indicated that the next Technical Subcommittee meeting would be devoted to working on the Board's procedures. Patrick Jordan commented that elections of the Technical Subcommittee are coming up, and that Martha Riekenberg's time will likely turn to other City of Austin needs, but that she will be able to at least provide the first draft before this time.

Agenda Item 13:
Service Level Agreement between the City of Austin and GAATN

Chairman Bard reminded the Board that Leigh Williams had volunteered to revise the draft of the Service Level Agreement into an RFP, and he turned discussions over to Ms. Williams. Leigh Williams reported that AISD and the University of Texas had provided feedback, which is identified in bolded and underlined print. AISD had raised a question about how contracts would be awarded, and Ms. Williams suggested that Board policies clearly state how contracts are to be approved, and she asked Mr. Jordan if this was his intent in crafting the draft agreement. Mr. Jordan responded that the Interlocal Agreement provides that contracts are to be administratively awarded. He stated that it was his intent that someone be held accountable after the Board has approved the award of a contract. Leigh Williams stated that under the proposed agreement, all new and existing contracts awarded by the GAATN Board will be executed by the City of Austin.

Following this line of discussions, Chairman Bard stated that it was his understanding, following the Special Board Meeting held on July 19, 1999, that Leigh Williams had been directed to develop a RFP that could be voted on by the Board where members could provide different functions. Leigh Williams responded that it was her recollection that she had been requested to rework the draft document to satisfy all members, and not develop a RFP. The Board members referred back to the minutes taken during the July 19, 1999 meeting, and concluded that Ms. Williams had been asked to develop a RFP, and not conform it to the City. Ms. Williams then proposed to take the City of Austin out of the wording in the document, and continue forward with the draft document and formulate it as a RFP.

Recess for break at 3:00 p.m.

Return to order at 3:10 p.m.

Leigh Williams identified sections 5.3 and 5.4 of the draft agreement, Ms. Williams asked Mr. Wedemeyer if she captured his intent in the proposed changes, and he responded affirmatively. Chairman Bard asked if sections 5.2.1 and 5.2.3 would be performed by the service provider, and Ms. Williams responded affirmatively. She continued that sections 5.2.3 and 5.4 would be performed by the Technical Subcommittee in concert with the service provider, and therefore she would pull the sections out and place them in the section dealing with planning and engineering. Ms. Williams further indicated that she would bring section 5.2.3 under 5.4 as (5.4.6) and bring all engineering items down together for clarity, with a notation that the GAATN Technical Subcommittee would oversee and manage network

extensions. Ms. Williams asked Patrick Jordan if he had additional comments. Mr. Jordan recalled his intent when drafting this language, and that was to determine what does the Board need to do to have a fully functional entity. He continued that it was his experience that committees, technical or otherwise, do not take on and perform assignments with great alacrity, people do. And given that these things had to occur, Mr. Jordan felt that assigning the tasks to someone within the Technical Subcommittee would be better for these technical items. Leigh Williams suggested to fix the language much in the same way as the language on awarding contracts was fixed by giving the ultimate control to the GAATN Board, and yet the actions actually take place with the City. She concluded that 5.2.3 (Schedule and Manage Network Extensions) would be extracted, and created into new 5.4.6. Ms. Williams reiterated what new section 5.4 (which contains prior section 5.2.3) reads as follows: All technical plans will be developed and coordinated by the service provider subject to final approval of the Technical Subcommittee.

In regard to section 5.2.2.5, Patrick Jordan stated that the notion of scheduling to avoid concurrent ring openings can be reasonably considered to be scheduling for network extensions. This deals with matters that are timely, and usually needed on the date requested, not something that could wait and go before the Technical Subcommittee. Gary Weseman indicated that the agreement could simply include a clause that states that these actions should be conducted in accordance with GAATN policies and procedures. Wayne Wedemeyer responded that extensions are different than repairs. Mr. Jordan asked Ms. Williams if he had the same language elsewhere in the document, and it was confirmed that the language also appears in section 5.2.1.3. Following this discussion, it was decided to strike section 5.2.2.5.

In regard to the Financial Management section of the document, Leigh Williams stated that it was U.T.'s suggestion that items in section 5.6 be provided by a different entity than the service provider for the purposes of checks and balances. She continued that Steve Zoromsky's suggestion was to create a step within what would be the City of Austin's agreement process, so that a financial signature would be required before the cash is disbursed. Patrick Jordan stated that under the current process, the Chairman of the Technical Subcommittee reviews and approves signs correct bills for payment, and then they are sent to AISD for final approval and payment. He stated that this process does not necessarily need to change. Mr. Jordan commented that the network manager still needs to be first to say in fact whether or not the work was performed, and then payment will be disbursed by another entity. He stated that whether its by fax, e-mail, etc.., something needs to document the concurrence of another entity, and this would become a normal process for checks and balances. John Kohlmorgan agreed that it is a good idea to put a checks and balances in the financial management system. Chairman Bard commented that at some point in time, the Board is going to have to say which parts are going to be done by which entity. Wayne Wedemeyer responded that it is relevant to know which entity would be doing each group of tasks. Leigh Williams stated that she could not imagine that an entity would only bid on one particular area, and Chairman Bard responded that they might. Leigh Williams suggested that on section 5.6.5, extend the existing note to say payment of invoices will be referred in the policies. Gary Weseman reiterated that the note should reflect that payments will be made in accordance with Board policies.

Next, the Board turned to section 13 of the document relating to Customer Annual Recurring Costs. John Kohlmorgan had brought up the issue of the wording relating to the total annual budgeted amount of $151,000 for this service. Patrick Jordan confirmed that $151,000 was the total amount budgeted for network manager. Mr. Kohlmorgan was concerned that wording under section 13, specifically, "annual operating budget for GAATN Management", was confusing. Ms. Williams responded that the section should read, "total annual GAATN network management budget". Mr. Jordan pointed out that this amount is reviewed and redetermined annually by the Board. Ms. Williams stated that it is important to document this in the agreement. Mr. Jordan asked whether it should be clarified to state "as of" a particular date because annual percentages are reviewed yearly. Wayne Wedemeyer responded that in the past, percentages are in fact reviewed yearly. Gary Weseman responded that it didn't matter because GAATN pays the bill, not each entity, so ownership percentages are irrelevant. John Kohlmorgan

commented that in a RFP, it makes no difference to anyone who pays for it. Ms. Williams suggested that section 13.1 may should be stricken in its entirety. Chairman Bard asked Mr. Jordan what his intentions were when creating section 13.3, and he responded "the hurricane of September 1999". Mr. Jordan stated that there should be something in the agreement to act as a safeguard. Gary Weseman stated that section 13.3 should be included with financial management. Wayne Wedemeyer stated that if there are shortfalls in the budget, it is a Board policy, not a service provider policy, and that the service provider will simply implement what the Board says to do. Mr. Wedemeyer further stated that section 13.3 should be a GAATN Board policy, and it is not at all the job of the service provider. Patrick Jordan commented that section 13.3 is related to fiscal agency which goes back to the Interlocal Agreement, and it definitely does not need to be inconsistent with the Interlocal Agreement. Leigh Williams firmly stated that it is not appropriate for the Board to set policy, that is not in sync with potential policy. She added that the Board needs to be careful not to put policy in the agreement that has yet to be created in the Board's standard policies. Chairman Bard stated that section 13.3 should be amended to read: Payment to same provider will be made as provided for in the Interlocal Agreement, and this language was noted by Ms. Williams.

In regard to section 5.8.2, Wayne Wedemeyer indicated that he had received comments from his counsel regarding record requests, and the issue was raised on striking this language, and continue to allow GAATN Counsel, Smith, Majcher & Mudge to continue to handle this legal work. Patrick Jordan responded that when he put the language in, he thought it would be helpful media-wise. Leigh Williams proposed to strike section 5.8.2 and section 5.7.6 be amended. This proposal was approved by the members.

In regard to Section 5.1.4, Leigh Williams asked how GAATN legal services for contracts, agreements, and damage claims would interact with City of Austin legal counsel. Patrick Jordan clarified that these tasks are part of services. The GAATN service provider has to administer all types of services for the betterment of the network, and the city should maintain a copy of services that GAATN has with its legal services. He clarified that there is no indication within the agreement at all that the City is providing the specific services. This section simply provides that the City will maintain copies of all contracts, not perform the function.

Leigh Williams suggested that now since the document has been reworked, the Board could think about going ahead with the City's proposal. John Kohlmorgan asked Patrick Jordan if it the revised proposed agreement was still on the table for City of Austin acceptance. Patrick Jordan responded that none of the changes made today would change the City of Austin's intent, and the City of Austin is still interested in being service provider.

Chairman Bard stated that in accordance with the vote taken during the July 19, 1999 Special Board Meeting, that the document will now take the form of a RFP, and go through the necessary RFP process. Patrick Jordan asked Chairman Bard what would prohibit the Board from accepting the document as modified today, and adopting it for City approval. He continued that the fact that it was decided at the last meeting to develop the document as a RFP, does not prohibit the Board from bringing it to the table again. Ms. Williams commented that the Board has taken steps today to fine tune the gist of the argument here, and the substance of the document is now in accordance with the will of the Board. She continued that the kinks have been worked out, and at the time the Board last met on this, the members probably anticipated much more disagreement, and many more substantive changes to the document. John Kohlmorgan stated that he was a little confused with the discussions now because he though it was agreed that the document would go forward as a RFP.

Chairman Bard stated that the plan never changed. The Board voted to request its legal counsel to review and incorporate the proper language, and the decision to allow it to go forward as a RFP should stand. He continued that this action has been voted on and, now the Board's legal counsel will be allowed to

incorporate their comments. Chairman Bard continued in saying that the Board may elect to ignore the counsel's directive, but it must follow through with what was voted upon.

Patrick Jordan responded that the legal specificity provided by Katherine Mudge's suggestion, was exactly what one would expect from legal counsel. He added that Katherine's comments developed the agreement as a contract, as opposed to a partnership which is called for under the Interlocal Agreement. Mr. Jordan stated that this has level of completeness has not been executed before. Wayne Wedemeyer next read the text outlined in the Interlocal Agreement pertaining to contracting with agencies, and Chairman Bard provided a summary of the language read by Mr. Wedemeyer. Leigh Williams stated that there should be an "in-between" to accommodate Patrick's needs. Steve Zoromsky suggested that the Board take the document and ask Katherine Mudge to review it again, not looking at it in a contract way. Leigh Williams responded that she will fix the document and Chairman Bard will get it to Katherine Mudge for review.

Dave Kelly asked if there was anything in the Legislative Bills that would preclude the City of Austin from bidding on a RFP. Mr. Kelly stated that the Board needs to obtain advice on this issue.

Wayne Wedemeyer pointed out Katherine Mudge's suggestion that the City of Austin could not provide maintenance, and that she indicated that the Board needed to clarify how the CoCom agreement would be followed. Patrick Jordan indicated that he would not like maintenance of physical plant to be included in the agreement. Wayne Wedemeyer suggested that a legal opinion might be needed on what affect this will have on the CoCom agreement.

Steve Zoromsky stated that the Board needs to determine what to ask Katherine Mudge to do. Chairman Bard responded that Katherine Mudge needs to put her recommended language in the document, and then ask if an entity is interested in performing these functions.

Agenda Item 14

Chairman Bard confirmed that there would be a Technical Subcommittee Meeting held on August 18, 1999, and a Special Board Meeting on Monday, August 16, 1999 at 1:30 p.m. in the LCRA Board Room.

Agenda Item 15

New Agenda items for the next Special Board Meeting. Chairman Bard requested that the following items be placed on the agenda for the next meeting: (1) Insurance; (2) Service Level Agreement / Request for Proposal

The meeting was adjourned at 4:30 p.m.

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Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Special Meeting of the Board of Directors Meeting Held August 16, 1999

Agenda Item 1:
Call to Order

The meeting was called to order by Chairman, Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Leigh Williams, on behalf of Travis County
- Bill Bard, on behalf of the University of Texas
- Steve Zoromsky, on behalf of the Lower Colorado River Authority
- Dave Kelly, on behalf of State of Texas, General Services Commission
- Wayne Wedemeyer (alt.), on behalf of the University of Texas
- John Kohlmorgan (alt.), on behalf of Austin Independent School District
- Gary Weseman, on behalf of Austin Community College
- Martha Riekenberg (alt.), on behalf of the City of Austin
- Tom Lott (alt.), on behalf of the Lower Colorado River Authority

Agenda Item 2:
Citizen Communication

Chairman Bard asked for Public Comment. There were no statements from the public.

Agenda Item 3:
Approval of the Minutes

A motion to approve was entered by Steve Zoromsky. The Board members voted unanimously to approve the minutes with no changes.

Agenda Item 4:
Request for Proposal for Service Provider

Chairman Bard commented that Leigh Williams' work was appreciated. Chairman Bard stated that GAATN is seeking a set of circumstances for administration of its network, and that this opportunity will

be advertised among all members to offer all or some of services that are spelled out in the current draft of the service level agreement.

Patrick Jordan suggested that the Board's intentions be discussed further. Mr. Jordan indicated that the Board had discussions about its intentions and that there are mixed feelings whether the tasks should be split up. He stated that advertising among entities opens up the possibility to advertise among community vendors, and Mr. Jordan recommended opening up the service provider opportunity to the public for bidding process. Chairman Bard commented that, in essence, Mr. Jordan's proposal would be to use this as a purchasing document beyond the seven GAATN entities, and open up the bidding process to the general private sector. Patrick Jordan added that it makes sense for the Board to bid out externally, as well as internally. Leigh Williams commented that if the bidding process is opened up to the public, then the Board must create the Network Policies and Procedures because they are referenced throughout the document. Ms. Williams further added that the Board must allow a sufficient time frame before bidding out because she did not craft the current service level agreement as a Request for Proposal. Wayne Wedemeyer indicated that he was in agreement with Leigh Williams and also thinks the Board should add qualifiers to the agreement. John Kohlmorgan indicated that cost will be a major factor in the final decision.

Leigh Williams asked the Board if anyone had serious doubts as to whether the City of Austin proposal would not be the most cost effective plan? Chairman Bard responded that the cost issue is not particularly the most relevant issue. Instead, the issue is whether the bidder has the means to perform the services required. John Kohlmorgan asked the members if they felt that these services could be performed internally by the entities, and Mr. Jordan responded that it essentially feels that way now. Mr. Jordan stated that the City Commissioner's Court will ask him whether the service agreement was advertised internally, and if it's going to be handled internally, then why not let it work in accordance with the Interlocal Agreement. Patrick Jordan also stated that the pricing of the agreement will have to be revisited in light of the fact that the arrangement has evolved into more of a contractual obligation. The bidding process will allow the City of Austin to see what the external bids would be, and it will also assist in liability issues.

Chairman Bard asked for comment on what things are critical to the network that are not being handled by CoCom, and Mr. Wedemeyer responded that sections 11.2 and 11.3 of the agreement are critical. General discussions followed relating to notification of teardowns, and responsibilities of the maintenance contractor. Martha Riekenberg indicated that someone must follow up on the work of the maintenance contractor, and Mr. Kohlmorgan responded by stating that the Technical Subcommittee should be aware of their work. Leigh Williams commented that it made her very uncomfortable by giving this much leeway to a vendor, and Ms. Riekenberg added that the Board must keep control of all engineering decisions.

Wayne Wedemeyer asked Ms. Riekenberg if it was her belief that if these services were performed by the City of Austin under the Interlocal Agreement, Best Efforts Clause, that the City Council would need additional costing figures to see what it would cost outside vendors to perform these services. Patrick Jordan commented that he was certain that particular City Council members would need to know how much it would cost to perform these services, and would also need to know the private sector costs. John Kohlmorgan asked Mr. Jordan if the way the service level agreement is written today would require him to go to the City Council for approval. Chairman Bard reminded the members that the document has yet to be thoroughly reviewed by GAATN counsel, and Mr. Kohlmorgan asked Katherine Mudge if she had reviewed the revised service level agreement yet. Katherine Mudge responded that she had looked over it generally from a true RFP standpoint, and that it will need major work before submitting it as an RFP. Ms. Mudge added that she looked at it in terms of the first comments, and she was not ready to recommend it to the Board because initial issues that she had identified still had not been taken care of

yet.

Chairman Bard asked the members if they felt it would be useful to present an outline of the services the Board is seeking to two private sectors and get an estimate for the expenses. He added that it could be handled informally. Ms. Mudge clarified that an individual entity could ask for an informal quote for services. Mr. Wedemeyer pointed out that the Network Policies and Procedures will need to be appended to the agreement, and also, a term for the agreement, which will enable cancellation of the agreement, will need to be included.

Leigh Williams suggested that the contents of the revised Service Level Agreement could be pulled out and placed into the Network Policies and Procedures, and then two individuals could be hired to perform the stated tasks. She added that the employees could be housed by the City of Austin, and the Board could monitor their work. She reasoned that this scenario would allow everything to progress forward, and would relieve Patrick Jordan of any possible problems with the City Council. Mr. Jordan and Mr. Kohlmorgan agreed that the current document could essentially become a job description, and the employees would have policies and procedures in place to operate under. Mr. Jordan asked Katherine Mudge for comments. Ms. Mudge responded in stating that she supposed that the Board could put together substantial policies and procedures that would define the work to be performed by the employees, but she was unclear how this essentially differed from the original proposal. She added that she was not aware of anything in the Interlocal Agreement that would prevent such actions. Ms. Williams asked Patrick Jordan for comments. He responded that it was his intent to handle the services administratively, through the Interlocal Agreement. He stated that the Interlocal Agreement provides the authority to handle these services administratively.

Chairman Bard asked the members if it was their intent to come up with a set of policies and procedures derived from the revised Service Level Agreement. Ms. Williams responded that she would extract the policies' language from the procedures language, and the procedures would lay out how each task should be handled. Tom Lott questioned, then, in this instance, what would the agreement be between the City and the network? Mr. Jordan responded that the City would be assigning two members of its staff to handle the job duties.

Chairman Bard stated the Board had previously voted to prepare a RFP, which would allow all entities to bid on all or portions of the job tasks. He also stated that Mr. Jordan had even suggested himself that the bid should be opened up to the public. Mr. Kohlmorgan responded that regardless of the vote, it did not appear to be necessary to go public with a RFP. Gary Weseman added that all of the entities had an opportunity to step up and provide a proposal for services, and no one else came forward except for the City, and he questioned why they were appearing to be going around in circles on this issue. Chairman Bard clarified the process that had begun, and the reasoning for the situation at hand. Mr. Kohlmorgan stated that AISD has been performing services for the Board for an extended period of time, and there has not been a need for legal language thrown into an agreement, and he stated that it was unclear to him why legal language was needed now in the Service Level Agreement. Mr. Weseman agreed, stating that the situation does not differ from the arrangement they had with Linda Picazo, nor with the arrangement the Board has with AISD. Mr. Kohlmorgan stated that it appears to him that the Board's legal position has changed, and he clearly does not understand why. Mr. Jordan agreed with these comments, stating that he doesn't understand why the Board wants to create such a structured environment among the entities.

Wayne Wedemeyer stated that times have changed which calls for a more structured environment, and Chairman Bard agreed. Mr. Wedemeyer added that the extent of the work needed has greatly increased. Mr. Kohlmorgan responded by stating that the network has not had a Network Manager for almost a year now, and the City of Austin came forward with a proposal to take the place of hiring a new Network

Manager. He continued, stating that now the Board thinks there is a need to add "legalese" to the agreement, but this is making the City back away. He added that the Board should feel comfortable with its good relationship with the City of Austin by now, and there should not be a need for the addition of "legalese". Patrick Jordan commented that Mr. Kohlmorgan had accurately summed up the situation. Mr. Kohlmorgan continued, stating that a decision needs to be made now, and he asked the members whether they preferred scaring the City of Austin away with legalese, or if they wanted to move forward with the proposal for services that no one else had expressed an interest in providing.

Chairman Bard responded by stating that he proposed to take the current document and give it to GAATN legal counsel for review. He said that the Board's legal counsel should bring the document to the next Board meeting with counsel's revisions already incorporated in the document. Chairman Bard said that then, after counsel's revisions are incorporated, if the City of Austin still felt it was a palatable agreement, then the Board would move forward with the City's proposal. Katherine Mudge asked for clarification on the timing of her response, and she stated that she would have the revised document for the members' review for the September 13, 1999 Board meeting.

Gary Weseman asked the members if they felt it was a good idea to go ahead and look Katherine Mudge's initial comments, and walk through the current draft of the agreement. The members took this comment under advisement.

This agenda item was recessed.

Agenda Item 5:
Network Insurance

Chairman Bard welcomed Mr. Scott Wyatt to the meeting, and laid out the issue of GAATN Network Insurance. Mr. Wyatt distributed hand-outs to the members containing insurance bids, etc. He stated that the estimated value of the network has increased to $12.5 million, and this estimate was provided by CoCom Cabling Systems. Mr. Wyatt stated that he had received two bids for insurance coverage. Of the bids received, Mr. Wyatt stated that Hartford Security would be worth considering, although Hartford would place a $5 million limitation on recovery for lost network. Mr. Wyatt also stated that he had received a notice from Cigna stating that the current insurance policy expires September 1, 1999.

Chairman Bard asked if there was a motion to accept the proposal from Hartford Security for network insurance. Patrick Jordan made a motion for acceptance, and the motion was seconded by Dave Kelly. Following discussions on modifications to the policy, Mr. Jordan amended his motion to allow Mr. Scott Wyatt to negotiate for a minimum limitation amount, and to proceed forward to develop an executable insurance policy. All members voted to approve the action.

Break was taken at 3:05. Meeting was reconvened at 3:20.

Agenda Item 4:
Proposal for Service Provider (Continued)

Chairman Bard directed the members to review the current draft of the service level agreement in light of Katherine Mudge's initial comments which were made in her July 9, 1999 memorandum to the Board members.

Katherine Mudge stated that she had reviewed the draft agreement in the context of a service contract, and the first issue concerned pricing. She questioned whether it was necessary to have the "percentages

per entity" laid out in the agreement, and Mr. Jordan responded that he had no problem with this pricing provision being written into the agreement. Katherine Mudge clarified that section 13.3 of the agreement should not be stricken because it provides written policy on expenditures. There should be written policy that will assure that expenditures receive prior Board approval. Mr. Jordan responded that he had no problem in adding section 13.3 back into the agreement, however, he would prefer that any pricing issues be handled in the network's budget, and not appear in the document. Wayne Wedemeyer stated that this is a contract that will be renegotiated each year, and will be worked into the yearly budget, and therefore it is not necessary to include detailed pricing information in the agreement. Gary Weseman and Leigh Williams agreed that section 13.3 should be stricken.

Katherine Mudge discussed her next item of concern, which dealt with the need to include contractual language for termination, liability, etc. She explained that the members should look at this at a worst case scenario, just to assure that the network is covered in the instance of any problems. Mr. Wedemeyer asked if, under the agreement, whether the City would have the right to subcontract for services, and Ms. Mudge responded that it was unclear under the agreement whether they could. Mr. Wedemeyer asked Ms. Mudge who would be responsible if they do subcontract and there is a liability situation. Ms. Mudge stated that this is exactly the point she intended to make: GAATN would be held liable for libel performance of the subcontractor. Following discussions among the members and counsel, it was agreed to amend the note for section 5.1.8 to reflect that the City of Austin is processing payments only, including language that payments will be processed through purchase orders only.

Ms. Mudge outlined her next item which dealt with defining the work that is to be performed under the agreement. Ms. Williams stated that she was comfortable with the way it is being handled now, and any detailed work definitions would only be needed if there is a problem in the future that needs to be addressed. Mr. Jordan agreed. Steve Zoromsky responded by stating that he thinks this is a fundamental issue to the early dissatisfaction of expectations of the Network Manager that were never met because goals were not clearly defined. He also stated that it would be useful to expand on the work definition to include how much work will be completed by a certain date. Ms. Mudge suggested adding a provision in the agreement that states that the service provider will provide a description of the work and an estimation of when the services will be performed. Mr. Jordan agreed with the discussion.

Next, Ms. Mudge discussed her concern that the Board should maintain all rights in regard to disaster recovery. She proposed adding this provision to section 5 of the agreement, and make it apply to all sections pertaining to disaster recovery. All members agreed with her comments.

Ms. Mudge's next comments dealt with insuring that this agreement would not affect the City of Austin's relationship under the Interlocal Agreement, specifically their network rights. She stated that she understands that their position is not affected, however, it should be made clear. Chairman Bard suggested adding a sentence at the beginning of the agreement stating that all of the provisions herein are subordinate to the GAATN Interlocal Agreement and its amendments. All members agreed with his suggestion.

Next, Ms. Mudge stated that there must be a clear transition of administrative and management functions from the acting AISD fiscal agent. Patrick Jordan responded that he would develop a plan of transition.

General discussions followed on deleting and/or amending certain sections of the agreement dealing with optional services, time intervals for response, and maintenance responsibilities.

Agenda Item 6

Chairman Bard confirmed that the next Board Meeting would be held on Monday, September 13, 1999 at

1:30 p.m. in the LCRA Board Room.

Agenda Item 7

No discussion.

Agenda Item 8

The meeting was adjourned at 4:45.

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1111 West 6th Street
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Minutes of the Meeting of the Board of Directors Meeting Held September 13, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:40 p.m.

The following Board members announced as present:

- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Tom Lott (Alt.), on behalf of Lower Colorado River Authority
- Wayne Wedemeyer (Alt.), on behalf of the University of Texas
- Gary Weseman, on behalf of Austin Community College
- Debbie Opdahl, on behalf of Austin Independent School District
- John Kohlmorgan (Alt.), on behalf of Austin Independent School District
- Patrick Jordan, on behalf of the City of Austin
- Leigh Williams, on behalf of Travis County
- Bill Bard, on behalf of the University of Texas
- Martha Riekenberg (Alt.), on behalf of the City of Austin

Agenda Item 2:
Citizen Communication

Chairman Bard asked for Public Comment. There were no statements from the public. Chairman Bard directed that the Open Meeting be recessed in order to commence the meeting in executive session.

Agenda Item 3:
Executive Session

The Board reconvened to regular session. Chairman Bard noted on the record that the following actions had been taken in Executive Session:

Agenda Item 4:
Time Warner Cable-Cut Dispute

Chairman Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 5:
Sunset Valley Right-Of-Way Dispute

Chairman Bard reported that he would contact the City of Sunset Valley for an update on the status of the Settlement Agreement.

Agenda Item 6:
Approval of Board Minutes

Chairman Bard asked if any members had amendments to the minutes taken at the August 16, 1999 Special Board meeting. Martha Riekenberg stated that a correction was needed on page 2, to amend the statement that the City of Austin "Budget Office," not the Commissioner's Court would question the advertisement of the Service Level Agreement. Chairman Bard asked if there were additional comments, and there being none, he asked for a vote for approval. A motion to approve was entered by Steve Zoromsky, and the motion was seconded by Patrick Jordan.

Agenda Item 7:
Board Chairman Update

Chairman Bard commented that Bill Grimes, a member of the City of Austin staff may be replacing Martha Riekenberg as Alternate to the Board due to Ms. Riekenberg's increased workload.

Chairman Bard brought up the discussion of maps of the GAATN network. Chairman Bard suggested that the Board may want to consider producing geographically informative maps of GAATN that could be purchased by the public. Patrick Jordan responded that it is important to keep in mind the need to protect the GAATN "as builts". He further commented that the Board has tried to produce an informative map in the past at a low cost, but the result was an illegible map because of the decrease in the size. Mr. Jordan added that a map that plots the locations served by GAATN and the entity involved should serve the public. Chairman Bard asked for counsel's thoughts on what the effect would be on an Open Records Request seeking Network maps. Katherine Mudge responded that she had never seen a complete set of Network maps, and that not all maps could be excepted under the Texas Open Records Act. Ms. Mudge further responded that she agrees that a request should be made in writing but that until she gets a sense of what types of maps exist, she is not sure what maps would be open to disclosure. Ms. Mudge commented that she thought Patrick Jordan had a good suggestion in developing a general network map. Chairman Bard stated that if someone comes in with an Open Records Request, the Board must be prepared. Katherine Mudge added that the Open Records Act provides for a short turnaround in turning over documents to the Attorney General. Leigh Willliams suggested developing a "subway" map which is very colorful and has no bearing of actual physical layout. She expressed her concern for security of the network, and added that a "subway" map would be a favorable layout.

In response to a question posed by Wayne Wedemeyer regarding the disclosure of information, Katherine Mudge stated that it is difficult to say which exceptions apply to disclosure and that 911 and other safety related information would be exempt. Ms. Mudge further added that an Open Records Request would be read in a most restrictive manner. Ms. Mudge also commented that in regard to the production of informative maps, Ms. Williams and Mr. Jordan have put forth a good idea, especially in light of trying to promote the network.

General discussions followed on the production of informative maps of the GAATN network. Mr. Jordan stated that he would follow-up on the production of informative network maps.

Agenda Item 8:
Technical Subcommittee Update

Martha Riekenberg reported that the network had not experienced any significant teardowns in last two months. CoCom Cabling has been conducting its routine maintenance work. Ms. Riekenberg further reported that support materials for maintenance activities are getting low, and therefore the Technical Subcommittee gave CoCom Cabling the authority to replenish its stock of materials.

Ms. Riekenberg distributed copies of draft GAATN Policies & Procedures to the Board members for review and comment. She stated that Ms. Mudge's changes had been incorporated into the draft.

Ms. Riekenberg next reported that election of officers had been held during the last Technical Subcommittee meeting, and as a result, Tom Lott was elected Committee Chair and John Kohlmorgan was voted Vice Chair.

Ms. Riekenberg reported that the Technical Subcommittee had decided during their last meeting to utilize CoCom Cabling for the recording and transcribing of Technical Subcommittee meeting minutes. The Board members were in agreement that the Subcommittee has the authority to make such decisions. This task will be handled under the "miscellaneous function" of the CoCom Cabling Maintenance Agreement.

Agenda Item 9:
Approval of Construction of C1S Ring Split Project

Martha Riekenberg distributed copies of the Board's budget projections, focusing on an approximate $52, 0000 of unexpended funds that could be used to finance this project. Ms. Riekenberg reported that the Technical Subcommittee has voted to proceed with C1S Ring Split project. She pointed out that the main reason for the project is to fix a design problem with C1S. In simplified terms, the ring is too long to do anything with, and in time, ACC will be adversely affected. Patrick Jordan stated that the Board should entertain a motion to approve the work on this project. Chairman Bard asked if there was a motion for approval. Debbie Opdahl made a motion to authorize the split of C1S, and the expansion to Akins High School. The motion was seconded by Patrick Jordan.

Steve Zoromsky asked for clarification on how the project would be funded. Mr. Jordan referred the members to the Maintenance Budget. He added that the expansion to Akins High School would be paid for by the participants.

Chairman Bard entertained a vote on Ms. Opdahl's motion. All members voted to approve the action.

Meeting was recessed at 2:5 5 p.m.

Meeting was reconvened at 3:10 p.m.

Agenda Item 10:
Service Level Agreement

Chairman Bard laid out the issue and deferred discussions to Katherine Mudge. Ms. Mudge distributed copies of the revised Service Level Agreement to the members for their review. She stated that, in developing the revised agreement, she reviewed her notes from the last Special Board meeting, and tried to incorporate comments made during the meeting. General discussions followed in which Ms. Mudge identified revisions that she had made to the Service Level Agreement.

Chairman Bard asked Patrick Jordan for comments. Mr. Jordan approved of the revisions made by GAATN's counsel. Chairman Bard asked if any members had additional comments on the revised Service Level Agreement. Gary Weseman commented that the existing language under section 13.1 did not flow with "termination", and he proposed shifting this language to section 12.1. Ms. Mudge agreed, and she suggested combining all termination language under one section.

Katherine Mudge indicated that once this document comes to closure and is signed, then this document will stand as the final Service Level Agreement, and any future amendments to the agreement will be handled through a formal process.

Wayne Wedemeyer asked how the Board will handle outstanding issues when the Service Level Agreement becomes effective. Debbie Opdahl stated that there will have to be a transition period, and Mr. Jordan added that he would welcome a transition period, especially any knowledge AISD has on outstanding financial issues. Ms. Opdahl also stated that any outstanding issues will need to be brought before the Board for open discussion.

Leigh Williams made the motion to approve the Service Level Agreement as revised, and the motion was seconded by Debbie Opdahl. All members voted to approve the Service Level Agreement.

Katherine Mudge stated that she would finalize the agreement in accordance with discussions held today, and she would then e-mail a copy to all members.

Wayne Wedemeyer moved to have the City of Austin and AISD to set a meeting and develop a list of outstanding issues before the next Board meeting. Leigh Williams asked Debbie Opdahl if she could start a list of outstanding issues prior to the next meeting and Ms. Opdahl indicated that she could.

Patrick Jordan stated that since the Service Level Agreement was approved, the City of Austin would begin identifying staff. He also requested that staffing issues be placed on the agenda for the next Board meeting.

Agenda Item 11

Chairman Bard confirmed that the next Board meeting would be held on Monday, October 4, 1999 at 1:30 in the LCRA Board Room.

Agenda Item 12

No discussion.

Agenda Item 13

The meeting was adjourned at 3:45 p.m.

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Minutes of the Meeting of the Board of Directors Meeting Held October 4, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Tom Lott (Alt.), on behalf of Lower Colorado River Authority
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Dave Kelly, on behalf of the Texas General of Services Commission
- Gary Weseman, on behalf of Austin Community College
- John Kohlmorgan (Alt.), on behalf of Austin Independent School District
- Patrick Jordan, on behalf of the City of Austin
- Martha Riekenberg (Alt.), on behalf of the City of Austin
- Debbie Opdahl, on behalf of Austin Independent School District
- Leigh Williams, on behalf of Travis County
- Wayne Wedemeyer (Alt.), on behalf of the University of Texas

Agenda Item 2:
Citizen Communication

Chairman Bard asked for Public Comment. There were no statements from the public. Chairman Bard directed that the Open Meeting be recessed in order to commence the meeting in executive session.

Break was taken at 2:50 p.m.

Returned at 3:00 p.m.

Agenda Item 3:
Executive Session

The Board reconvened to regular session. Chairman Bard noted on the record that the following actions had been taken in Executive Session:

Agenda Item No. 4:
Time Warner Cable-Cut Dispute

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item No. 5:
Sunset Valley Right-Of-Way Dispute

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item No. 6:
Southwestern Bell Telephone Company Payment Dispute

Chairman Bard asked if there was a motion to request counsel to issue a letter in response to SWBT's demand letter that states that GAATN intends to submit payment for the two reels of cable at issue, but that GAATN does believe it is responsible for damages requested. A motion to this effect was entered by Debbie Opdahl, and the motion was seconded by Steve Zoromsky. All members voted to approve the action.

Agenda Item No. 7:
OSP Topology and Security

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item No. 8:
Approval of Minutes of September 13, 1999 Board Meeting

Chairman Bard asked if any members had amendments to the minutes taken at the September 13, 1999 Board meeting. A motion to approve the minutes was entered by Steve Zoromsky, and the motion was seconded by Leigh Williams.

Agenda Item No. 9:
Board Chairman Update

Chairman Bard deferred to Wayne Wedemeyer for discussion. Mr. Wedemeyer stated that the City of Austin has not paid the University of Texas for amounts it owes for use of internet band width services. The University had contracted with the City in September 1998 for an amount of $2,000 per month, allowing the City to use this service. Patrick Jordan stated that this is a legitimate claim and it will be an item on the list for transference of work to the City. The University sends invoices to AISD, and AISD subdivides the bills among participants. Debbie Opdahl stated that she would follow up with AISD accounting to determine the status of the reissued invoice. Mr. Wedemeyer stated that the total amount owed by the City to the University is $28,000.

Agenda Item No. 10:
Technical Subcommittee Update

Tom Lott deferred to Martha Riekenberg for the technical subcommittee update. Ms. Riekenberg

reported that CoCom is beginning the make-ready work on the C1S split, and the project should be completed by March.

Ms. Riekenberg further reported on the maintenance report provided by Heidi Cottingham during the last technical meeting. Ms. Cottingham had reported on two incidents causing damage to the cable. One incident occurred Odom Elementary on the C1S ring, and the other incident was caused by a fire on Slaughter Lane. After repairing the damaged cable, CoCom was left with only remnant pieces. Therefore, Heidi asked for permission to purchase more cable, and the technical subcommittee gave her the approval to purchase additional cable.

Ms. Riekenberg next reported that the technical subcommittee discussed policies and procedures standards during their last meeting. She stated that she has not received any comments from the draft that she distributed during the last Board meeting.

Ms. Riekenberg stated that Heidi Cottingham has identified C1N as having a history of cable breakage. This section is about 9000 feet long, and CoCom is considering replacing approximately 2,500 feet of this section. CoCom has offered to perform this work at no cost to the Board. Martha Riekenberg brought this to the Board's attention for their approval, even though it is at no cost and covered by the warranty.

Agenda Item No. 11:
Construction of Conduit Reroute for CSC Project

Martha Riekenberg, as acting Network Manager, distributed a map showing construction of conduit reroute for the CSC project. This plat was put together as back-up for City construction project. The budget sheets attached to map shows an update from the last Board meeting. The bottom line for this project is $493,000, which is approximately $93,000 more than the originally projected amount due to increases in city permits, etc. Ms. Riekenberg asked for Board approval to continue with the conduit project, contingent upon the Time Warner statement that it would share in the expense of the project. She added that timing is not really critical at this point.

Chairman Bard questioned why the extra conduits were needed, and Ms. Riekenberg responded by stating that the A2N and Superring would be placed in the conduit where they would share the same path. The third conduit would be used as a bargaining chip for GAATN in the future, for example, if another telecommunications provider comes to GAATN and wants the conduit.

Chairman Bard asked if there was a motion to approve the construction of conduit reroute for the CSC Project in consideration of the increased estimate for the project, and further contingent upon the 50% share in the expense with Time Warner. A motion to approve was entered by Patrick Jordan. Wayne Wedemeyer commented that the amount quoted for project does not include the cost of replacing the cable. Ms. Riekenberg stated that the additional funds for replacement of the cable would not come out of this year's budget unless the cable is cut during construction. Mr. Wedemeyer asked is it was possible that the cable would have to be replaced from this year's budget, and Ms. Riekenberg responded affirmatively, but added that it would then be a cable cut dispute issue. Following general discussions on the project, Chairman Bard asked if there was second on Mr. Jordan's motion for approval. The motion was seconded by Gary Weseman, and all members voted to approve the action.

Agenda Item 12:
Policy/Procedure Statements as Drafted by the Technical Subcommittee

Tom Lott reported that a draft of the policies and procedures was distributed during the last Board

meeting, and the Technical Subcommittee was recommending approval of the draft. He added that this will be a living document for GAATN. Steve Zoromsky asked is there were any budget implications within the document, and Tom Lott responded that there are none that are not already in place.

Chairman Bard asked if there was a motion for approval. Leigh Williams made a motion to approve the Policies and Procedures as drafted by the Technical Subcommittee. All members voted to approve the motion.

Agenda Item 13:
Service Level Agreement

Patrick Jordan reported on the Service Level Agreement. He stated that the City of Austin in-house attorneys had reviewed the Service Level Agreement between the City and GAATN. The City attorneys made additional changes to the document, including adding the legal language that was originally proposed by Katherine Mudge. Steve Zoromsky asked who would be signing the agreement on behalf of the City. Mr. Jordan said that the signee would either be the City Manager or himself on behalf of the City Manager. Patrick Jordan provided a copy of the revised Service Level Agreement to Katherine Mudge. The Board instructed Ms. Mudge to review the revised document and report back to the Board at the next meeting on significant changes.

Patrick Jordan also reported that he has been looking into staffing needs, and he has been working on advertising locally and nationally.

Agenda Item 14:
Payment for Services Rendered by the City of Austin

Patrick Jordan requested Board approval for authorization of payment for services rendered by the City of Austin to GAATN. Mr. Jordan had intended that payment would be made to the City in advance, allowing a means for rendering the services. Chairman Bard stated that it was his understanding that payment should occur at the time of signing the agreement and not before. Wayne Wedemeyer asked if the quarterly bills had been sent out yet, and John Kohlmorgan stated that the 1st Quarter bills had already been sent out.

Chairman Bard asked if Mr. Jordan was requesting Board action on this issue at this time, and Mr. Jordan said no action was being requested now.

Agenda Item 15:
Confirmation of time/date of Next Meeting

Chairman Bard confirmed that the next regular Board meeting would be held November 1, 1999 at 1:30 p.m. at the LCRA office buildings.

Agenda Item 16:
Items for Next Meeting

No discussion.

Agenda Item 17

This GAATN Board Meeting was adjourned by Chairman Bard at 4:15 p.m.

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Minutes of the Meeting of the Board of Directors Meeting Held November 1, 1999

Agenda Item 1

The meeting was called to order by Chairman, Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Patrick Jordan, on behalf of the City of Austin
- John Kohlmorgan (Alt.), on behalf of Austin Independent School District
- Debbie Opdahl, on behalf of Austin Independent School District
- Gary Weseman, on behalf of Austin Community College
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Tom Lott (Alt.), on behalf of Lower Colorado River Authority
- Wayne Wedemeyer (Alt.), on behalf of the University of Texas
- Martha Riekenberg (Alt.), on behalf of the City of Austin
- Leigh Williams, on behalf of Travis County

Agenda Item 2:
Citizen Communication

Chairman Bard asked for Public Comment. There were no statements from the public. Chairman Bard directed that the Open Meeting be recessed in order to commence the meeting in executive session.

Agenda Item 3:
Executive Session

The Board reconvened to regular session. Chairman Bard noted on the record that the following actions had been taken in Executive Session:

Agenda Item 4:
Time Warner Cable-Cut Dispute

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 5:
Sunset Valley Right-Of-Way Dispute

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 6:
Southwestern Bell Telephone Company Payment Dispute

Chairman Bill Bard reported that no action was needed by the Board on this issue at this time.

Agenda Item 7:
Approval of Minutes of October 4, 1999 Board Meeting

Chairman Bard asked if any members had amendments to the minutes taken at the October 4, 1999 Board meeting. Patrick Jordan asked that the minutes be amended on page 2, Agenda Item 9: Board Chairman Update to accurately reflect that the University of Texas had contracted with GAATN entities (not solely with the City) for use of the internet service. He also asked that Mr. Wedemeyer's statement be amended to state that the "total amount owed by the participating entities to the University is $28,000". The participating entities are AISD, ACC and the City of Austin. With these amendments, Patrick Jordan made a motion to approve the minutes. The motion was seconded by Steve Zoromsky, and the minutes were approved by the members as amended.

Agenda Item 8:
Board Chairman Update

Chairman Bard stated that he talked to reporters for the Austin American Statesman who seemed interested in getting more information about GAATN. Leigh Williams stated that she received a call from Worchester State University looking for historical information on the network. Ms. Williams stated that she referred the call on to Chairman Bard, Patrick Jordan and Wayne Wedemeyer. Both Chairman Bard and Debbie Opdahl stated that they had received a call from Pennsylvania but that it was not related to the Worchester call. Leigh Williams stated that the Worchester project is very similar to the GATTN network. Patrick Jordan added that he has been contacted by miscellaneous entities about the network, and guests have come to tour portions of the network. Mr. Jordan also stated that in regard to the reporter for the Austin American Statesman, it may be beneficial to GAATN to have the story focus on each entity's good works and utilization of the system now that the construction phase is complete. Chairman Bard stated that he will encourage the reporter to visit with each entity and see their use of the system. Patrick Jordan commented that the City of Austin has a public information office and this office would be involved in distributing information GAATN. Mr. Jordan further commented that other entities, such as AISD, should utilize their public information offices to get current GAATN information to the public.

Agenda Item 9:
Technical Subcommittee Update

Tom Lott reported that he had received all materials for the C1S split project, with the exception of some fibers. Mr. Lott stated that he would bring the cut-over plan to the Board in January.

Patrick Jordan provided an update on the CSC project. He reported that there had been a change in Time Warner's position that it would partner with GAATN in the CSC project due to budgeting problems for

the current time frame. Mr. Jordan emphasized that the costs associated with the project will rise later when all utilities will be trying to perform the required reroute. The proposed partnership with Time Warner fell apart last Thursday, and the City of Austin immediately began looking at splitting costs with contractors, but it was confirmed this morning that this is not a viable option. On the upside, if Time Warner is not present as a partner, then GAATN will not have to share the manholes, and this should cut some costs. Mr. Jordan stated that $377,400 was the projected total cost to build the path, and the City of Austin proposes to split the costs with GAATN, meaning that the City's contribution would be the sum of the other entities. This would bring the amount under to the originally proposed amount of $250,000. Consequently, the City would contribute $62,000 towards the project. The City would construct a Y-duct system, providing the City with two ducts, and the other GAATN entities would share the other two ducts. Mr. Jordan concluded by stating that the City of Austin would benefit by using this conduit for other services.

Chairman Bard clarified that $377,400 was the aggregate cost. He summarized the scenario by stating that a motion was passed during the last Board meeting in which GAATN proposed to pay $246,000 for CSC reroute project. Today, the City of Austin has offered to absorb the amount previously thought to be borne by Time Warner.

Debbie Opdahl commented that its hard to believe that Time Warner does not have $250,000. She asked who negotiated with Time Warner, and Martha Riekenberg responded that she had. Chairman Bard clarified that the entity involved is Time Warner Communications which is not a huge company.

Patrick Jordan commented that everything for project is lined-up and scheduled. The engineering documents are already prepared, and any delay may potentially hamper work that has been performed to date. Mr. Jordan added that it is a known fact that when January-March rolls around, Colorado and adjacent streets will become a war zone with all of the utilities trying to perform their reroute, and this will not be an optimum time for GAATN to perform its reroute. Chairman Bard responded that from GAATN's perspective, the Board simply needs to proceed as was previously voted on.

Debbie Opdahl commented that she was not completely satisfied that everything has been done to continue negotiations with Time Warner. Martha Riekenberg responded that she has been negotiating since June, and she thought that the deal had come to closure.

Wayne Wedemeyer asked the members what they thought about the idea of floating the money to Time Warner, allowing them to participate in the project now instead of waiting until January. Martha Riekenberg responded by stating that Time Warner has been in fully control of situation since the beginning, and she added that Time Warner wants three clean conduit ducts and the price will go up because the manhole size will go up. Wayne Wedemeyer asked if the Board is still under the November 1st schedule to begin construction, and Ms. Riekenberg responded affirmatively. She added that January will be full steam ahead for everyone else. Construction will be limited to nights, which will limit contractor's, consequently brining up costs. Ms. Riekenberg emphasized that GAATN has the opportunity to get in and get out now. Mr. Wedemeyer commented that time wise, GAATN does not have time to negotiate with anyone else for partnership.

Chairman Bard stated that for GAATN, nothing has changed. The physical size of the project has not changed. Debbie Opdahl responded that the physical size has not changed but the price has. Martha Riekenberg responded that only the partner has changed, and the size of the manhole has gotten smaller.

Wayne Wedemeyer asked Mr. Jordan what would happen if a franchise wants to use the City of Austin's conduit, and consequently, how would GAATN be assured that the conduit would be used for City purposes only and not allow outsiders access to GAATN fiber? Patrick Jordan responded that the City

would not have proposed this if he felt there would be a problem in the future with the City using the cable for anything but for city purposes. He added that the City is proposing nothing short of GAATN standard for the project. Wayne Wedemeyer commented that there is a new State law that allows cities more leeway in entering into franchise agreements. Mr. Jordan responded that he could not speculate on city franchise issues. Mr. Wedemeyer stated that he was concerned with the risk of having two conduits downtown and not being able to foresee what future City Councils may try to do with it because people are always looking for possibilities like this.

Patrick Jordan asked the Board if there was a motion for approval of the project given the changed circumstances. Katherine Mudge stated that in the future, issues relating to Technical Subcommittee items should be posted separately on the meeting agenda, but that it would be fine to entertain vote in this instance. Consequently, Chairman Bard stated that the Board would entertain a motion on the City's proposal.

Debbie Opdahl stated that there should be some accountability. John Kohlmorgan asked if CoCom Cabling was billing the City of Austin separately for the work because AISD will need a separate bill from CoCom for GAATN entities and for City of Austin.

Chairman Bard commented that the Board had previously voted to approve an expenditure of one-half of $493,000 for the CSC reroute project, and now there is a hard number of $377,400 before the Board.

Steve Zoromsky asked Ms. Riekenberg if she had thoughts on how Time Warner expected to pay for the project in January, and she responded by stating that Time Warner will pull it out of next year's budget. Mr. Zoromsky asked Ms. if she participated in the negotiations in good faith, and she stated that she didn't feel that the story she got on Thursday was same as she has gotten all along; she was caught off guard.

Mr. Wedemeyer asked Mr. Jordan if he was confident that GAATN's portion of the costs would not exceed $251,000, and Mr. Jordan stated that he was confident, based on current estimate. Mr. Jordan reiterated that the City could accept the understanding that GAATN's participation would not exceed $251,000.

Chairman Bard asked the members if there was a motion for approval, and Mr. Wedemeyer therefore, made a motion to approve the continuation of the CSC reroute project given the changed circumstances, and GAATN participation would not to exceed $251,000 as long as the project does not exceed $380,000, and the project will include two 4-inch conduits, one populated with an innerduct. The motion was seconded by Leigh Williams. All members voted to approve the action.

Tom Lott continued with the Technical Subcommittee update by reporting on recent teardowns. One teardown occurred on Slaughter Lane. CoCom responded timely, and determined that GAATN was on the right spot on pole. The repairs cost $12,000, and a police report was sent to Scott Wyatt for processing. Mr. Lott next discussed the need to have work performed on B1N because it is the worst ring for losses on the loop. CoCom has asked for authorization to conduct 20 splice cases on B1N, which is tantamount to 1920 splices. CoCom has offered to perform this work for one-half the price, and the cost will come out of maintenance contract. The cost for the project is $27,360, and the proposed time for performance is December 20 through January 4.

Chairman Bard asked if there was a motion to approved CoCom's proposal. Patrick Jordan made a motion that the maintenance contractor be given the authority to resplice the remaining splices on B1N for estimation of $27,000, specifically 20 splice cases -- 1920 splices. The motion was seconded by Gary Weseman. All members voted to approve the action.

Tom Lott next discussed slack addition, and he asked that this be placed as a separate item on the agenda for next month's meeting. He distributed copies of Cable Slack Addition and Management Policy for the Board members' review. Details who is responsible for miscellaneous slack issues. Patrick Jordan asked if the network was delivered with the specified slack, and also if slack was common to the rings? Mr. Wedemeyer responded "No" to both questions. Mr. Jordan stated that this slack policy would attempt to utilize teardowns for fixing slack in the cable. Leigh Williams added that there will be a lot of construction in the future, and this is a fairly low cost way to correct slack problems instead of reengereering the project. Mr. Lott asked the members to review the draft policy, and provide him with changes, and he will provide a new draft at the next Board meeting.

Tom Lott deferred the next discussions to Wayne Wedemeyer. Mr. Wedemeyer brought up the issue of how to split the costs for access to the University of Texas' Internet Service. He distributed copies charts illustrating U.T.'s internet service, and planned expansion. Chairman Bard stated that U.T. runs the internet service for institutions throughout the state. He added that "regionalizing" will allow them to increase band width and increase reliability and availability. U.T. wants to build an Austin area based ISP to one point, and this will allow the internet traffic to go directly to Austin. There are about 5-6 companies involved in this. He added that telecommuting strategies will change dramatically.

Mr. Wedemeyer stated that the issue is which ISP provider is chosen. In regard to billing entities, the cost is $2,000 is to get into pipe. $2,000 is split among participants. The total cost just depends on how the participants choose to divide up the cost for the internet connection.

This concluded the discussion on internet service. Tom Lott had one additional item to bring before the Board's attention. He reported that Dave Kelly had informed the Technical Subcommittee that according to a recent change in State law, his representative entity, the General Services Commission, would not be able to pay an invoice until 30 days after it had been delivered. As a consequence, this puts him four months behind in quarterly payments to GAATN.

Chairman Bard commented that GAATN is not constrained by the same accounting procedures as the State, and Mr. Jordan stated that the Interlocal Agreement is very clear on when individual entity payments are due. Chairman Bard indicated that he would contact Dave Kelly to discuss this matter.

Agenda Item 10:
Network Maps

This item was removed from the agenda, and Patrick Jordan requested that OSP Topology and Security be placed on the agenda for the next regular meeting under the Executive Session portion.

Agenda Item 11:
Service Level Agreement

Chairman Bard asked Katherine Mudge to report on her evaluation of the City's revisions to the Service Level Agreement. Ms. Mudge provided a memorandum to each member, and she emphasized that this was an attorney/client communication. She also provided members copies of a redlined version of the Service Level Agreement, illustrating both sets of revisions provided to her by the City of Austin. Her analysis described in the memorandum attempted to summarize the big ticket items, and she did not focus on non-substantive changes. Ms. Mudge reported that the City had made some very significant revisions made to the Service Level Agreement, and therefore, she could not recommend the Board signing the agreement as it is written today. Ms. Mudge proposed to leave her analysis for member's reading, and then discuss further at the next meeting, although she did wish to mention the significant

changes to the agreement. Ms. Mudge summarized that the significant issues as follows:

Under Section 5: Basic Service Description:

a. Recommends not entertwining the Interlocal Agreement with the Service Level Agreement in regard to definitions;
b. Recommends deleting the sentence proposed by the City that states that the Service Provider will have all the power, duties, and functions of the Network Manager as defined by the Interlocal Agreement;
c. Does not recommend including a proviso that states that employee time can be used for things other than GAATN matters;
d. The City proposes to delete the sentence allowing GAATN to review and modify the descriptions of functions in the Service Level Agreement. Ms. Mudge commented that she was not certain that this was the Board's intent.
e. The City proposes a requirement that participants execute license agreements for software used by the Service Provider. Ms. Mudge stated that members need to be aware if they are willing to execute a license agreement. She suggested that the City provide each member a list of software to be used and the terms of the license agreement.

Under Section 10: Response Time, Ms. Mudge had the following comments. The City had added language which stated that it would use reasonable efforts to comply with designated response time schedules, but if it does not meet those requirements, it would not be liable to GAATN or a Participant for failure to meet those time frames. Ms. Mudge commented that this renders Section 10 meaningless and the Board should consider if they are willing to accept this limitation of liability.

Under Section 12: Customer Annual Recurring Costs, the City modified the agreement, requiring that the Service Provider be reimbursed for costs. This proposal would also allow the Service Provider to offset any payments from Participants due and owing from the amount of the Service Provider's Variable Cost payment. Ms. Mudge recommended not turning this into a reimbursement setting, but instead, keep it at flat fee as was originally envisioned.

Ms. Mudge concluded in stating that the City made some changes to the Service Level Agreement that are actually "good" changes, for instance reinserting some of the original "legal" language that she had proposed. However, Ms. Mudge also stated that some of the changes proposed by the City are only reciprocal to the City, and she thinks that some of these can be negotiated.

Steve Zoromsky asked what the process was for this recent round of changes, and what happens if the Board approves the Service Level Agreement, will the City of Austin come forth with more changes? Leigh Williams responded that she thinks the Board should schedule a special meeting for indepth discussions on the Service Level Agreement, and not to try to do that at this time. Patrick Jordan stated that this matter will be on the City Council's agenda for the November 18, 1999 meeting for approval. He stated that he recommended to the City to become the manager under this agreement, and he will need to let his lawyers review any further changes to the agreement because this agreement will require more than just administrative approval. Patrick Jordan commented that maybe the City of Austin lawyers can be present at the Special Meeting. Leigh Williams indicated that the legal department should be at the meeting to get their views on why they proposed these changes.

Leigh Williams responded that it would take some time on her part to review the revisions, and she would like to handle this in special meeting. Patrick Jordan thanked Katherine Mudge for her efforts and suggested that individual members e-mail questions in regard to the City's revisions to Martha Riekenberg or himself. Katherine Mudge responded that this needed to be negotiated on the overall

perspective of the GAATN Board, as opposed to individual participants, and she requested to be included on all e-mails. Leigh Williams added that sending e-mail questions to the City could get to the bottom line on their intent for the specific revisions. Katherine Mudge stated that this is an awkward situation for the Board, and she has serious concerns about her attorney/client memorandum being distributed internally to the City of Austin. Ms. Mudge emphasized again that the memorandum distributed to the Board members was strictly an attorney/client privileged communication. Debbie Opdahl added that maybe the City of Austin should not participant in the discussions or vote since this has turned into such a big legal deal. Katherine Mudge commented that this has taken on a more legalistic viewpoint and the City of Austin is in a very difficult position.

Chairman Bard concluded the discussions by requesting the Board members to read and evaluate the revisions proposed by the City, and consider those revisions in conjunction with counsel's recommendations. A Special Board meeting would be held to discuss the items that are essential "deal breakers" for the City. Katherine Mudge concurred with Chairman Bard. Leigh Williams stated that it is very important that GAATN determine the City of Austin's intent in these changes.

Following general discussions, Chairman Bard stated that a Special Board Meeting would be held on Monday, November 8th at 1:30 p.m.

Patrick Jordan stated that he would provide the City attorneys with a synopsis of counsel's memorandum, and then he would report back to the Board at the Special Meeting.

Agenda Item 12

Chairman Bard confirmed that a Special Board meeting would be held on Monday, November 8, 1999 at 1:30 at LCRA (meeting room to be announced); The next regular Board meeting would be held December 6, 1999 at 1:30 at LCRA.

Agenda Item 13

No discussion.

Agenda Item 14

The GAATN Board Meeting was adjourned at 4:15 p.m.

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Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Special Meeting of the Board of Directors Meeting Held November 8, 1999

The meeting was called to order by Chairman Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Debbie Opdahl, on behalf of Austin Independent School District
- Patrick Jordan, on behalf of the City of Austin
- Wayne Wedemeyer (Alt.), on behalf of the University of Texas
- Dave Kelly, on behalf of the State of Texas, General Services Commission
- Steve Zoromsky, on behalf of the Lower Colorado River Authority
- Leigh Williams, on behalf of Travis County

Debbie Opdahl introduced Joy McClarity, director with the Austin Independent School District.

Chairman Bard stated that at the last Board Meeting, the City of Austin presented a modified Service Level Agreement to the Board, and GAATN counsel presented a synopsis of modifications to the Service Level Agreement. Chairman Bard reported that he had met with the GAATN Maintenance Contractor, CoCom Cabling, in order to get an estimate of how much it would cost to perform all of the tasks laid out in the Service Level Agreement. CoCom Cabling provided Chairman Bard with an estimate for services, and he distributed copies of the estimate to the Board members.

Chairman Bard asked for further discussions. Dave Kelly asked if this as a dead issue with the City of Austin. Chairman Bard responded that the Board is just looking into some alternatives. Steve Zoromsky asked if there are some tasks that CoCom would not perform, and Chairman Bard responded that they will not act as fiscal agent, but the Board can make this a stand alone issue. Katherine Mudge commented that her office would continue to handle ministerial task of recording the Board meeting minutes, posting notice of open meetings, etc. Mr. Zoromsky asked how this arrangement would affect the existing arrangement with the maintenance contractor, and Chairman Bard responded that it would be possible to amend the existing CoCom contract to pick up these additional functions. Mr. Zoromsky asked if this would cause a potential conflict in dispatching their own employees for this work, and Debbie Opdahl commented that this was done as an exercise to get cost estimates for services. Chairman Bard agreed. Leigh Williams commented that CoCom would have to hire out for a majority of the jobs because their level of expertise is not great in some interface areas. Ms. Williams stated that Heidi Cottingham of CoCom has a financial stake in this proposal because it is a considerable amount of additional money. Ms. Williams also stated that she thinks it is not a good situation to have one company controlling so

much of GAATN's budget. Patrick Jordan stated that the estimate for recording the minutes and posting notice is $700 monthly which should be added to CoCom's proposal. Leigh Williams stated that after reviewing CoCom's cost estimates, the Board should be able to see why the City of Austin's proposal is a really good deal, and they should now focus on finding a way to make it work. Wayne Wedemeyer responded that the City of Austin costs may exceed the proposed amount, and according to the revised Service Level Agreement, the City will be able to bill to GAATN at the end of the year for the additional costs. Mr. Wedemeyer added that there are two aspects to this situation: (1) cost; and (2) implementation. Mr. Wedemeyer went on to state that the job has to be done and we don't know how much longer it will take to get City of Austin approval, and if we go with a private entity, we can have services performed within thirty days. Leigh Williams remarked that the Board cannot award a bid until it can fund it, and she is not convinced that she can get Travis County approval on the CoCom proposal because there is not funding now, and furthermore, she does not see this process saving any time.

Patrick Jordan stated, that the City of Austin has maintained a willingness to perform the functions laid out in the Service Level Agreement. Mr. Wedemeyer responded that the Board has spent a lot of time trying to get to a final document with the City of Austin, and now the Board is facing even more delays.

Chairman Bard announced that the intent of this meeting is to discuss what parts of the Service Level Agreement are deal breakers, and that the Board would proceed with counsel's letter in working through the City's proposed revisions to the agreement. Chairman Bard deferred to counsel, Katherine Mudge, for further discussions.

Katherine Mudge reported that the first issue raised is page two pertaining to Definitions. Ms. Mudge indicated that it would be best to have the agreement be a stand-alone document, and not reference to definitions from the Interlocal Agreement. Patrick Jordan responded, stating that the Interlocal Agreement is the only current document that gives the authority to create a Service Level Agreement, and furthermore, it is not possible to have a stand-alone document because he is not authorized to operate under a separate document. Katherine Mudge remarked that she is not recommending changing the last sentence, she simply does not know which terms located in the Interlocal Agreement are applicable to the Service Level Agreement. Leigh Williams agreed with Patrick Jordan's comments. Katherine Mudge stated that this document is not subordinate to the Interlocal and that she simply thinks that the Service Level Agreement should contain its own set of definitions instead of just referring to a separate document. Ms. Mudge stated that anyone who reads the Service Level Agreement should have the complete document in front of them. Joy McClarity asked if this was a difficult task to perform, and Katherine Mudge said that it was difficult at all.

Steve Zoromsky indicated that he is concerned with the current process, and asked what happens if the Board works through the document and then it goes back to City of Austin Legal Department and they do not sign off on it. Patrick Jordan indicated that changes made to the agreement will have to be brought before the City again, and that he will have to get advice from the legal department, and also approval from the City Manager. Steve Zoromsky responded that the Board could go through this exercise of analyzing the City's revisions and counsel's comments, and then will more than likely face looking at more revisions.

Leigh Williams reported that within the current framework as it falls under the budget now, she can sign off on the agreement without further approval from her entity. Ms. Williams commented further that Patrick Jordan is at the meeting as a Board Member today and he cannot envision or predict what his attorneys or the City of Austin would accept.

Joy McClarity stated that she would break the negotiations into two divisions, (1) changes reflecting cost which may be deal breakers; and (2) changes that affect the scope of the Service Level Agreement. Leigh

Williams responded that it was her understanding that this was the purpose for today's meeting.

Patrick Jordan stated that originally the Interlocal document was able to come a long way because the City attorney met with the entities to work out specific language. He stated that he thinks that Katherine Mudge's counsel has been good, but thinks that the Board may want to review the exercise in coming up with language for the Service Level Agreement. Mr. Jordan commented that he thinks the City Manager and himself, as the City of Austin representative, should meet with respective entities that have problems with specific language. Mr. Jordan indicated that he must notify the City of Austin today if he needs to remove this item from the agenda for the November 18, 1999 City Council meeting. He commented that originally he was told by the City Manager that the agreement could be approved administratively. He took the current draft of the agreement to the City Attorney to have it reviewed by counsel, and he was told that the agreement would have to be approved by the City Council. Leigh Williams suggested that Katherine Mudge and the City Attorneys meet and work on the document and then bring it back to the Board. Wayne Wedemeyer added that the Board could attend the meeting with Katherine Mudge and the City Attorneys.

Ms. Mudge asked Patrick Jordan if the City Council was aware of the fact that the draft agreement before them had not been approved by GAATN because it contained revisions made by City attorneys that had not been reviewed nor approved by the GAATN Board. The Patrick Jordan responded that he did not make a big deal about it to the City Council.

Katherine Mudge stated that today the Board should go through her memo and give her feedback on her comments. This would give her direction on where she should focus her efforts. Ms. Mudge commented that the best thing to do would be to go through her memo and determine which are deal breakers for the City of Austin. Chairman Bard commented that to pick up where they left off, that they were back to the beginning on definitions. Katherine Mudge stated that she proposes fixing this according to the definitions contained in the Interlocal Agreement, specifically definitions for Network Manager, participants, and variable costs.

Katherine Mudge identified Section 5 and proposes using the Network Manager definition as found in Interlocal, and deleting the sentence giving additional authority to the Network Manager. Ms. Mudge stated that this sentence serves no purpose and should be deleted. Patrick Jordan commented that he suspects that the legal department may have felt this was a necessary provision, but on its face, this could be removed. Wayne Wedemeyer commented that this policy concern may have a cost impact and that the Service Level Agreement service provider will operate under policy that is in place now, and that policy will be developed more fully over the next 12 months. Katherine Mudge commented that this is a substantive issue, not cosmetic and will need direction from the Board. Following general discussions, Chairman Bard commented that the only recommendation on the table is to delete the sentence, and Katherine Mudge agreed. All members agreed.

Katherine Mudge reported that City attorneys had inserted a provision within Section 5 that stated that the Network Manager did not have to work for GAATN full time. Ms. Mudge recommended deleting the provision and indicated that if, however, the Board wants the provision to remain, the Board should consider putting guidelines in place. Wayne Wedemeyer agreed with Ms. Mudge that the City of Austin could request the employee to work only five days a week. Leigh Williams indicated that she wanted the provision deleted. Patrick Jordan reported that from time to time, the Network Manager may perform work that is not specific to GAATN. Wayne Wedemeyer indicated that there are instances where some entities will need work performed by the Network Manager solely for their respective entity. So does the entity then owe some time back to the GAATN Board? Katherine Mudge directed Patrick Jordan to review Section 3 and indicated that initially the Service Provider would have two employees, and when you consider this change along with the new provision on reimbursement to the City, it significantly

alters the agreement. Ms. Mudge raised the issue of reimbursement - Section 12. She explained to the Board that the City's inserted provision on reimbursement completely changes the aspect of the agreement and should be removed, which would keep the agreement set at a flat fee. Wayne Wedemeyer agreed.

Patrick Jordan reported that the City is concerned that costs may increase while operating under the agreement, and they want to be sure they will not be seeing additional costs. Katherine Mudge asked Mr. Jordan if he could perform the functions outlined in the Service Level Agreement for $151,000 and Mr. Jordan responded that he is not sure if he could do this with two people. He added that the City of Austin does not want the liability for work not performed properly. Katherine Mudge stated that she understands the City of Austin does not want to get caught with additional expenditures, but the Board needs some real expectations on what services can be provided by the Service Provider. Patrick Jordan responded that his thinking in making up the list was what needed to be done, not what could be done. Wayne Wedemeyer suggested that Mr. Jordan to go through this list and tell the Board what he can and will do for $151,000, not just a list of long range plans. Chairman Bard stated that basically, the Board does not want a reimbursable contract and wants work identified by the City of Austin that they will perform on their best efforts. Chairman Bard commented further that the Board does not want a reimbursement atmosphere; The Service Provider must operate under a flat fee.

Wayne Wedemeyer asked how the Board envisioned performing an evaluation of the Service Provider. He suggested performing an evaluation at the end of the year. Leigh Williams stated that they would probably want to look at progress in six months in order to see how far two people are able to handle the tasks requested of them. She added that it's possible that the Board can see that more employees are needed after the first six months. Katherine Mudge indicated that it seemed to her that the Board needed to go back a couple of steps. From a contract perspective, GAATN must go down the list and know what it can expect-- period. The Board needs to create two categories; (1) has to be done; and (2) what does not have to be done. Wayne Wedemeyer agreed, stating that the Board has to have a reasonable idea of the daily functions of the Service Provider.

Wayne Wedemeyer suggested that the Board ask Patrick Jordan to provide them with a prioritized list of what he can perform for $151,000. Patrick Jordan responded that that was a good point and commented that as author of this list, there are some things that are important, whether they can be performed by two people at this time or not. Leigh Williams suggested keeping the current list, and performing an evaluation after a period of time to determine which services were performed and how they were performed. Katherine Mudge agreed, stating that she thinks that is a great approach, but that is not how the document is currently written. Ms. Mudge stated that the Board needs to be clear that, as written, that not everything will be performed for $151,000. Patrick Jordan responded that everything they do is done with the guidance of the Board.

Katherine Mudge stated that the Service Provider must give the Board a list of things clearly laid out as to whether they are tasks that will most definitely be performed, or if they are things that the Service Provider will try to perform. The Service Provider and GAATN need a bottom line of what to expect.

Ms. Mudge continued with her analysis, stating that there should not be an offset for the City of Austin if an entity does not timely pay its quarterly payments. Dave Kelly commented that as of September 1st, state agencies cannot pay for services until the services are rendered which puts all of his payments a month later for each quarter. Steve Zoromsky asked how the Board would handle this situation with a private entity and Katherine Mudge responded that if the Board had a private Service Provider, the payments could be set up in a consensus way for the Board. Patrick Jordan stated that he did not put in language offsetting the funds in favor of the City if an entity fails to timely pay, but rather this language came from the City attorneys.

Wayne Wedemeyer summarized that each entity should develop a list of tasks that they expect will be performed under the Service Level Agreement. It was agreed that the Technical Subcommittee could help develop the list during their next meeting.

Break was taken at 3:40 p.m.

Meeting reconvened at 4:00 p.m.

Wayne Wedemeyer entered a Motion that Patrick Jordan obtain City of Austin responses for Katherine Mudge's recommendations, and his and Debbie Opdahl's comments, also including within the City's response a list of things that will be performed under the agreement. Patrick Jordan asked if the Board will authorize Katherine Mudge to write a letter that he can share with the City of Austin? Following general discussion, Chairman Bard stated that, as a follow-up on the Motion on the table, the Motion will include a letter generated by GAATN counsel adding comments of Debbie Opdahl and Wayne Wedemeyer. The City of Austin will receive on letter on behalf of GAATN that includes all entities' concerns.

Debbie Opdahl commented on Section 5.3 (Intellectual Property) and stated that if GAATN is paying for the software used for the network, then GAATN should own it. Katherine Mudge responded that this concern was addressed by Wayne Wedemeyer in his written comments, and that she would include it in her letter.

Debbie Opdahl commented that she would like to see some sort of proposal by the City of Austin on how it intends to track the two employees' time. Mr. Jordan stated that there are time codes in his accounting department, but that they will need to be reconformed to meet these needs.

Katherine Mudge summarized, stating that she would draft a letter encompassing all comments, and then the City will respond in due course, issue by issue. Ms. Mudge emphasized that she needs to know what is expected by the City. Patrick Jordan stated that the City of Austin will provide a response to counsel's letter, which can then be discussed at the next Board meeting. Katherine Mudge responded that the Board needs to know what the consensus is for all members, and proposed that she could have a letter to Mr. Jordan on Wednesday.

Debbie Opdahl seconded the motion, as amended by Katherine Mudge. All members voted to approve the action.

Chairman Bard asked if there was anything further to discuss and Katherine Mudge responded that the Board does need to set a timeframe for Patrick's response. Chairman Bard stated that each entity should compile a list of prioritized tasks and circulate it to each member. This can be taken up at the Technical Meeting on the 17th of November and let the Technical Committee work on compiling comments and making a list of prioritized work tasks.

Katherine Mudge asked that once the City is in receipt of her letter, that the City provide everyone a heads-up as to when they can expect a response from the City. Mr. Jordan responded that when he gets the letter, he will find out when he to expect to have the City's comments.

Chairman Bard adjourned the meeting at approximately 4:20 p.m.

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Greater Austin Area Telecommunications Network (GAATN) Interlocal Agency

1111 West 6th Street
Austin, Texas 78703-5399

Minutes of the Meeting of the Board of Directors Meeting Held December 6, 1999

Agenda Item 1:

The meeting was called to order by Chairman, Bill Bard at approximately 1:35 p.m.

The following Board members announced as present:

- Bill Bard, on behalf of the University of Texas
- Wayne Wedemeyer (Alt.), on behalf of the University of Texas
- Dave Kelly, on behalf of the General Services Commission of Texas
- Tom Lott (Alt.), on behalf of Lower Colorado River Authority
- Steve Zoromsky, on behalf of Lower Colorado River Authority
- Gary Weseman, on behalf of Austin Community College
- Patrick Jordan, on behalf of the City of Austin
- Leigh Williams, on behalf of Travis County
- John Kohlmorgan (Alt.), on behalf of Austin Independent School District
- Debbie Opdahl, on behalf of Austin Independent School District
- Martha Riekenberg (Alt.), on behalf of the City of Austin

Agenda Item 2:
Citizen Communication

Chairman Bard asked for Public Comment. There were no statements from the public. Chairman Bard directed that the Open Meeting be recessed in order to commence the meeting in executive session.

Agenda Item 3:
Executive Session

The Board reconvened to regular session. Chairman Bard noted on the record that the following actions had been taken in Executive Session:

Agenda Item 4:
Time Warner Cable-Cut Dispute

Chairman Bill Bard reported that no action was needed by the Board on this agenda item at this time.

Agenda Item 5:
Sunset Valley Right-Of-Way Dispute

Chairman Bard requested that this item be removed from future meeting agendas.

Agenda Item 6:
Southwestern Bell Telephone Company Payment Dispute

Chairman Bard requested that this item be removed from future meeting agendas.

Agenda Item 7:
OSP Topology and Security

Patrick Jordan moved that the Board request the Technical Subcommittee to develop a site list for the sample drawing that he displayed during executive session, and further direct the Technical Subcommittee to provide this information to the Board during the January Board meeting. The motion was seconded by Leigh Williams. All members voted to approve the action.

Agenda Item 8

Approval of the Board minutes of November 1, 1999 and minutes of the November 8, 1999 Special Board Meeting

Chairman Bard asked if there was a motion for approval of the November 1, 1999 minutes. Leigh Williams noted a correction on page 2, Agenda Item 8. She stated that "Worchester State University" should be replaced with "Worchester County". Patrick Jordan noted a second correction on page 3. He stated that "a Y-duct system" should be replaced with "a 4-duct system" in the first paragraph. Mr. Jordan noted an editorial change in the first paragraph on page 4. He requested that the word "access" be inserted after "contractor's".

With these amendments noted, a motion to approve the Board minutes of November 1, 1999 and November 8, 1999 was entered by Steve Zoromsky. The motion was seconded by Patrick Jordan, and all members voted to approve the action.

Agenda Item 9:
Board Chairman Update

There were no discussions on this agenda item.

Agenda Item 10:
Technical Subcommittee Update

Tom Lott reported on the Technical Subcommittee Meeting of November 17, 1999. Mr. Lott stated that the current CSC project downtown is running about a week behind schedule. Mr. Lott next reported that the C1S split project is running on schedule and the cutover is planned for the last week of January. He also reported that in regard to maintenance, CoCom Cabling found some bad fibers in the cabling which

will cost $8,000-$9,000 for repairs, which will be covered under the maintenance agreement. Additionally, CoCom Cabling had also found that some manholes utilized by GAATN in the streets were not load-bearing. Approximately twenty manholes are at risk and will need to be fabricated.

Mr. Lott continued with his report, stating that resplicing on B1N is scheduled to begin after the first of the year. He also stated that Y2K concerns were discussed at the last Technical Subcommittee meeting. Wayne Wedemeyer confirmed that there is a Y2K contingency plan with back-ups. Tom Lott commented that the Technical Subcommittee had reviewed the list of functions detailed in the Service Level Agreement, and this would be discussed in more detail under Agenda Item 12.

Tom Lott, on behalf of the Technical Subcommittee, recognized Martha Riekenberg for her exemplary efforts and hard work that she had performed as the acting Technical Subcommittee Chair. Ms. Riekenberg was awarded a gift certificate.

Agenda Item 11:
Slack Management Policy

Tom Lott distributed copies of the draft Slack Management Policy. He stated that he had not received any comments on the first draft that was distributed during the last Board meeting, so the copies distributed are essentially the same document. Patrick Jordan asked if this would be added to the currently approved GAATN Policies and Procedures, and Mr. Lott responded affirmatively. Patrick Jordan asked if the Board had an estimate of costs of working under this policy, and Martha Riekenberg commented that she had originally estimated that the cost would be approximately $5,000 per slack assertion. She stated that this estimate has since changed. Chairman Bard stated that the bottom line is that GAATN will end up having excessive splices without this policy. Ms. Riekenberg added by stating that if GAATN does not have this policy, GAATN will experience significant trouble in the future. She stated that with the greater skill in splicing, GAATN could lessen the continuation that is out there. Ms. Riekenberg stated that when considering approximately 10-12 teardowns per year, it would be more realistic to estimate $15,000 per assertion. Patrick Jordan asked if the Board has $75,000 in the budget for this policy, and Ms. Riekenberg responded that there are sufficient funds in the cable and miscellaneous repairs budget. The impact of slack management could be covered under this budget line item. Mr. Jordan made a motion for approval of the Slack Management Policy, and the motion was seconded by Steve Zoromsky. All members voted in favor of the action.

Agenda Item 12:
Service Level Agreement

Patrick Jordan distributed copies of a memorandum from the City of Austin's legal department. Within the memorandum, the City's legal department explained that the City cannot indemnify the actions of other entities, and therefore the provision of reimbursement must remain in the Agreement. Mr. Jordan added that the City cannot assume the financial risk for something it is not responsible for. Mr. Jordan stated that City policies must be followed, and it is not legal for the City to operate under any laws that are not "City laws". He referred to counsel Katherine Mudge's letter, stating that the City will commit to "nothing" in the list, but will do everything it can to perform all needed tasks. Mr. Jordan commented that the Board needs to request GAATN legal counsel to meet with the City Legal Department to produce a workable Service Level Agreement. Chairman Bard commented that a fundamental issue with the City's proposal is that it will not give its services away, and whatever costs the City incurs in working under the Service Level Agreement will have to be reimbursed. Patrick Jordan responded that this is not an uncommon provision for other City projects and he doesn't see any difficulties. Chairman Bard stated that the bottom line is that the word "reimburse" does not appear in the City's memorandum, and he

asked if the City Legal Department responded to Ms. Mudge's letter. Mr. Jordan responded that Ms. Mudge's letter was not directly responded to from the City Legal Department. He stated that the Legal Department addressed their responsive letter to him and he subsequently prepared this summary. Leigh Williams asked if it was logical for the Board to ask Katherine Mudge to meet with the City Legal Department, with the direction that some things such as "reimbursement" must be worked out under certain perimeters. Chairman Bard produced the list containing seven items from the City that contains certain tasks that it says it cannot do. Leigh Williams stated that she did not agree that these were seven separate items because some are intertwined. Leigh Williams stated that nothing in the City's document is astonishing or surprising, and she is not surprised that the City refuses to indemnify other entities.

Katherine Mudge stated that the purpose of the letter she sent to the City was to allow the City to lay out the deal breakers, and specifically requested a list of such deal breakers. Unfortunately, this demand was not responded to by the City. She added that there comes a time when a line must be drawn on the rehashing of the issues, and reimbursement is a very significant issue. She asked the Board members if they wanted to authorize a representative to meet with the City Legal Department. Debbie Opdahl commented that it was disrespectful for the City not to respond directly to Katherine Mudge's letter as directed.

Wayne Wedemeyer stated that the Board needs to make a fundamental decision as to when the City expends the allotted $151,000, are the Board members willing to go back to their respective entities and request additional funding to cover the City's work? He added that the rules under the contract can be negotiated, but how will GAATN know what jobs are going to be performed for $151,000? Chairman Bard suggested that the members consider the option of bidding it out. Leigh Williams responded that there was no chance in getting anyone off the street to perform these services for this amount of money. She added that the Board has spent an inordinate amount of time in putting this draft Service Level Agreement together. Steve Zoromsky suggested that a solution could be found in either direction. He added that the Board still needs more information and clarification from the City, and going out for bid has an equal advantage.

Katherine Mudge asked for clarification on the "E" designation of the Technical Subcommittee's list of essential tasks to be performed under the Service Level Agreement. Tom Lott responded that the "E" designation signifies "essential" tasks that must be performed in order to run the network. Ms. Mudge stated that it is imperative for GAATN to know what it can expect for $151,000. She added that she was not sure how to negotiate a contract for services the City was not willing to commit to performing, but rather would do its best effort to do what it could, and keeping in mind that the City wants reimbursement for expenses above $151,000.

Dave Kelly commented that he has no answer for his entity when they ask why the contract was not bid out for quotes, and he wondered how long it would take the City to reach the amount proposed by CoCom Cabling. Debbie Opdahl commented that she was concerned with being under intense scrutiny under AISD auditors, and she must show she is going above and beyond due diligence in consideration of the contract. She added that the document before the Board now is a little too nebulous, and the AISD attorneys would need a commitment from the City as to what services would be performed under the contract.

Leigh Williams stated that she must do what she can to ensure that the network is being managed properly, and that is precisely why the City proposed their plan because they could not afford to have the system go down. She added that it would be too time consuming to bid this out, and she cannot afford to be in this situation much longer. Gary Weseman stated that he is tired of this process and asked about the University of Texas' original proposal. Chairman Bard responded that UT's proposal included services that were being performed by the Network Manager only. Leigh Williams commented that her concern

was to get something in place now. She added that Martha Riekenberg had stepped up and done what she could to manage the network, and this situation could remain a temporary solution until all of the issues are resolved. Steve Zoromsky agreed with Ms. Williams, and stated that the Board could try this for a year, evaluate and see how it works, but still continue to keep the bid open. Leigh Williams agreed with Mr. Zoromsky commenting that the Board might want to consider starting with a six month trial period. Gary Weseman stated that if the Board goes through the bid process, then it will result in more delays, and GAATN is past its budget cycles. Patrick Jordan stated that once they get past the legal points and move to Board level approval, he will ultimately have to get City Council approval. He added that if an acceptable document was approved in January, he is looking at March-April before hiring the two employees to perform the tasks. Tom Lott asked Mr. Jordan if the Board fundamentally approves the Agreement, then why can't the City start the process tomorrow? Mr. Jordan responded by stating that in order to increase City head-count, the funds must be in place. Until there is a document that can be voted on, he cannot go forward. Debbie Opdahl commented that if the Board agrees to have this evaluation period, we need to have a strict time accounting policy in place to see where the time is being spent. She asked if this would be a problem, and Mr. Jordan responded that it would not be a problem because the City has a time keeping system in place.

Wayne Wedemeyer suggested that the Board extract out fiscal collection and have another entity act as collection of entity monies, and then pay the City for its services. Katherine Mudge stated that Wayne's suggestion would allow a separate entity to collect entities' payments and would pay the City for services performed under the Service Level Agreement. Wayne commented that this would allow them to track monthly the monies expended by the City and would keep GAATN from getting in budgetary problems. Chairman Bard stated that it sounded as though the Board wants to enter into this Agreement with the City, and would therefore like GAATN legal counsel to meet with the City Legal Department to develop a document to be voted on by the Board. Chairman Bard asked Katherine Mudge if she could negotiate with what she has. Ms. Mudge indicated that she could, but needs some policy issues clarified first. First, she needs the Board's direction as to whether the contract is to be based on a flat fee of $151,000 or a reimbursement policy. Secondly, she needs a policy decision on what services are expected. Ms. Mudge indicated that it was not appropriate for her to make decisions on behalf of the Board. Steve Zoromsky responded that the contract should be based on the flat fee of $151,000, and the City can come to the Board if there is a problem.

Steve Zoromsky entered a motion that the Board give Katherine Mudge direction to negotiate policy for the Service Level Agreement, specifically that the contract will be a flat $151,000 for the first year, and any excursion from that amount would require Board approval. The motion was seconded by Leigh Williams.

In regard to the second issue, Mr. Zoromsky stated that the scope of work issue is difficult to determine. Debbie Opdahl stated that if they could get monthly time accounting reports of where time is being spent, it would give them direction of where to spend time. Leigh Williams agreed. Katherine Mudge summarized that the contract would include a scope of work, a provision for requesting time management reports, and then inclusion of a provision of calling for Board evaluation of the manner in which time was spent. Ms. Opdahl stated that she would prefer monthly time and money reports from the City and then have a work session quarterly to review and not expend the Board's meeting time.

Katherine Mudge identified essential items being performed by Smith, Majcher & Mudge and asked if those could be taken out because they will not be performed by the City. Leigh Williams agreed, and suggested creating a separate list to decrease confusion.

Ms. Mudge proposed to do a contract for the duration of end of the fiscal year. She stated that they could always execute an interim contract, and they can add a provision that allows for the extension of the

contract. Gary Weseman asked Mr. Jordan if the City Council would have a problem approving only a four month contract, and Mr. Jordan responded that it could potentially be a problem. Ms. Mudge stated that the contract could be set for one year and then extended for four months.

A motion was entered by Debbie Opdahl requesting that the Board give Katherine Mudge direction to negotiate GAATN policy with the City Legal Department, specifically that the contract will be a flat $151,000 for the first year, and any excursion from that amount would require Board approval, and also, the contract will be based on the functions outlined by the Technical Subcommittee as being "necessary" functions. The motion also directed Ms. Mudge that the negotiations are to include the compilation of monthly time and accounting reports, to be followed by an evaluation by the Board at the end of the year. The motion was seconded by Steve Zoromsky. All members voted to approve the action.

Katherine Mudge asked what the Board would like her to do about the license agreements and Leigh Williams responded that there is a policy issue on the Aperture database. Ms. Williams indicated that the Board needs to have a good database on this, and if GAATN and the City part ways, then GAATN should be able to get a copy of the drawings, etc. that are stored within this database.

Martha commented that there will be costs associated with GAATN obtaining copies of the documents stored on the database because the City worked for two years to develop the database and it could not just be handed over to GAATN. Chairman Bard indicated that he would follow-up with this issue at a later time

Agenda Item 13

Chairman Bard reported that the next Board meeting would be held January 10, 2000 at 1:30 at LCRA.

Agenda Item 14

There were no discussions on this item.

Agenda Item 15

The meeting was adjourned by Chairman Bard at approximately 4:30 p.m.

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